



# CITY OF ALAMEDA • CALIFORNIA

SPECIAL MEETING OF THE CITY COUNCIL  
TUESDAY - - - MAY 3, 2005 - - - 5:30 P.M.

Time: Tuesday, May 3, 2005, 5:30 p.m.

Place: **City Council Chambers Conference Room**, City Hall, corner of Santa Clara Avenue and Oak Street.

Agenda:

1. Roll Call.
2. Public Comment on Agenda Items Only.

Anyone wishing to address the Council on agenda items only may speak for a maximum of 3 minutes per item.

3. Adjournment to Closed Session to consider:

3-A. PUBLIC EMPLOYEE PERFORMANCE EVALUATION

Title: City Attorney.

3-B. WORKERS' COMPENSATION CLAIM (54956.95)

Claimant: James Mackey.

Agency Claimed Against: City of Alameda.

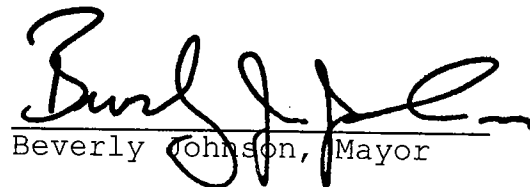
3-C. CONFERENCE WITH LABOR NEGOTIATORS

Agency Negotiators: Human Resources Director and Craig Jory.

Employee Organizations: International Brotherhood of Electrical Workers (IBEW) and Management and Confidential Employees Association (MCEA).

4. Announcement of Action Taken in Closed Session, if any.

Adjournment

  
Beverly Johnson, Mayor



## CITY OF ALAMEDA • CALIFORNIA

SPECIAL MEETING OF THE COMMUNITY IMPROVEMENT COMMISSION  
TUESDAY - - - MAY 3, 2005 - - - 7:05 P.M.

Time: Tuesday, May 3, 2005, 7:05 p.m.

Place: **City Council Chambers Conference Room**, City Hall, corner  
of Santa Clara Avenue and Oak Street.

Agenda:

1. Roll Call.
2. Public Comment on Agenda Items Only.

Anyone wishing to address the Commission on agenda items only  
may speak for a maximum of 3 minutes per item.

3. Adjournment to Closed Session to consider:

3-A. CONFERENCE WITH LEGAL COUNSEL - ANTICIPATED LITIGATION

Initiation of litigation pursuant to subdivision (c) of  
Section 54956.9

Number of cases: One.

4. Announcement of Action Taken in Closed Session, if any.

Adjournment

  
Beverly Johnson, Chair



## CITY OF ALAMEDA • CALIFORNIA

SPECIAL JOINT MEETING OF THE CITY COUNCIL  
AND COMMUNITY IMPROVEMENT COMMISSION  
TUESDAY - - - MAY 3, 2005 - - - 7:25 P.M.

Location: **Council Chambers**, City Hall, Santa Clara Ave. and Oak St.

### Public Participation

Anyone wishing to address the Council/Commission on agenda items or business introduced by Councilmembers/Commissioners may speak for a maximum of 3 minutes per agenda item when the subject is before the Council/Commission. Please file a speaker's slip with the Deputy City Clerk if you wish to speak on an agenda item.

### PLEDGE OF ALLEGIANCE

### ROLL CALL

### MINUTES

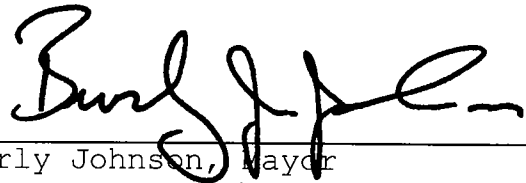
Minutes of the Special Joint City Council and Community Improvement Commission Meeting held on April 19, 2005.

### AGENDA ITEMS

1. Joint Public Hearing to consider authorizing the City Manager/Executive Director to enter into a Disposition and Development Agreement with Alameda Entertainment Associates, L.P., approval of the 33433 Report, and adoption of a Mitigated Negative Declaration for the Alameda Theater, Cineplex and Parking Structure Project (State Clearinghouse #2004-122-042). **[Continued from April 19, 2005]**
  - Adoption of Resolution Approving and Authorizing Execution of a Disposition and Development Agreement Between the Community Improvement Commission and Alameda Entertainment Associates, L.P., Approving Certain Mitigation Measures for the Project, and Adopting a Mitigation Monitoring Program. **[Community Improvement Commission]; and**
  - Adoption of Resolution Approving and Authorizing Execution of a Disposition and Development Agreement Between the Community Improvement Commission and Alameda Entertainment Associates, L.P., and Adopting a Mitigated Negative Declaration and Mitigation Monitoring Program. **[City Council]**

2. Adoption of Resolution Approving and Authorizing Payment of Certain Public Improvements to the Park Street and Otis Drive Intersection. **[Community Improvement Commission]; and**
  - Adoption of Resolution Approving and Authorizing Execution of a Public Improvements Construction Agreement Between the City and Harsch Investment Corporation. **[City Council]**
3. Recommendation to approve an Amended Contract with Architectural Resources Group, Inc., by increasing the Contract amount an additional \$44,275 to provide additional pre-planning services for the proposed Alameda Theatre Project. **[Community Improvement Commission]**

ADJOURNMENT



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Beverly Johnson, Mayor  
Chair, Community Improvement  
Commission





## CITY OF ALAMEDA • CALIFORNIA

### IF YOU WISH TO ADDRESS THE COUNCIL:

1. Please file a speaker's slip with the Deputy City Clerk and upon recognition by the Mayor, approach the podium and state your name; speakers are limited to three (3) minutes per item.
2. Lengthy testimony should be submitted in writing and only a summary of pertinent points presented verbally.
3. Applause and demonstration are prohibited during Council meetings.

AGENDA - - - - - REGULAR MEETING OF THE CITY COUNCIL  
TUESDAY - - MAY 3, 2005 - - - - 7:30 P.M.

[Note: Regular Council Meeting convenes at 7:30 p.m., **City Hall, Council Chambers, corner of Santa Clara Ave and Oak St.**]

The Order of Business for City Council Meeting is as follows:

1. Roll Call
2. Agenda Changes
3. Proclamations, Special Orders of the Day and Announcements
4. Consent Calendar
5. Agenda Items
6. Oral Communications, Non-Agenda (Public Comment)
7. Council Communications (Communications from Council)
8. Adjournment

### Public Participation

Anyone wishing to address the Council on agenda items or business introduced by Councilmembers may speak for a maximum of 3 minutes per agenda item when the subject is before Council. Please file a speaker's slip with the Deputy City Clerk if you wish to address the City Council.

SPECIAL MEETING OF THE CITY COUNCIL 5:30 P.M.  
CITY COUNCIL CHAMBERS CONFERENCE ROOM  
Separate Agenda (Closed Session)

SPECIAL MEETING OF THE COMMUNITY IMPROVEMENT 7:05 P.M.  
COMMISSION, CITY COUNCIL CHAMBERS CONFERENCE ROOM  
Separate Agenda (Closed Session)

SPECIAL JOINT MEETING OF THE CITY COUNCIL AND 7:25 P.M.  
COMMUNITY IMPROVEMENT COMMISSION, CITY COUNCIL CHAMBERS  
Separate Agenda

1. ROLL CALL - City Council
2. AGENDA CHANGES
3. PROCLAMATIONS, SPECIAL ORDERS OF THE DAY AND ANNOUNCEMENTS

3-A. Proclamation declaring May as "Older Americans Month."

3-B. Update on the new main library project.

4. CONSENT CALENDAR

Consent Calendar items are considered routine and will be enacted, approved or adopted by one motion unless a request for removal for discussion or explanation is received from the Council or a member of the public.

4-A. Minutes of the Regular City Council Meeting held on April 19, 2005; and the Special City Council Meeting held on April 21, 2005.

4-B. Bills for ratification.

4-C. Recommendation to authorize Call for Bids for Legal Advertising for the Fiscal Year ending June 30, 2006.

4-D. Recommendation to accept the Quarterly Investment Report for period ending March 31, 2005.

4-E. Recommendation to accept the Quarterly Financial Report for the period ending March 31, 2005 and approve third quarter budget adjustments.

4-F. Recommendation to set Hearing to establish Proposition 4 Limit for Fiscal Year 2005-06 for May 17, 2005.

4-G. Recommendation to accept the work of SpenCon Construction, Inc., for Repair of Portland Cement, Concrete Sidewalk, Curb, Gutter, Driveway and Minor Street Patching Phase 5, Fiscal Year 2004-05, No. P.W. 08-04-08.

4-H. Recommendation to approve an Agreement with Alameda County to continue participation in the Alameda HOME Consortium and authorize the Acting City Manager to negotiate and execute necessary documents.

5. REGULAR AGENDA ITEMS

5-A. Adoption of Resolutions Appointing Ray A. Gaul, Bill T. Schmits, and Jane Sullwold as Members of the Golf Commission.

5-B. Final Passage of Ordinance Reclassifying and Rezoning Certain Property within the City of Alameda by Amending Zoning Ordinance No. 1277, N.S., from R-5 (General Residential) Zoning District to C-C (Community Commercial) Zoning District, for that Property Located at 2507 Central Avenue at Everett Street.

5-C. Recommendation to accept the West Alameda Neighborhood Improvement Concept Plan.

6. ORAL COMMUNICATIONS, NON-AGENDA (Public Comment)

Any person may address the Council in regard to any matter over which the Council has jurisdiction or of which it may take cognizance, that is not on the agenda.

7. COUNCIL COMMUNICATIONS (Communications from Council)

8. ADJOURNMENT

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- For use in preparing the Official Record, speakers reading a written statement are invited to submit a copy to the City Clerk at the meeting or e-mail to: lweisige@ci.alameda.ca.us
- Sign language interpreters will be available on request. Please contact the City Clerk at 747-4800 or TDD number 522-7538 at least 72 hours prior to the Meeting to request an interpreter.
- Equipment for the hearing impaired is available for public use. For assistance, please contact the City Clerk at 747-4800 or TDD number 522-7538 either prior to, or at, the Council Meeting.
- Accessible seating for persons with disabilities, including those using wheelchairs, is available.
- Minutes of the meeting available in enlarged print.
- Audio Tapes of the meeting are available upon request.
- Please contact the City Clerk at 747-4800 or TDD number 522-7538 at least 48 hours prior to the meeting to request agenda materials in an alternative format, or any other reasonable accommodation that may be necessary to participate in and enjoy the benefits of the meeting.

## **UNAPPROVED MINUTES**

### MINUTES OF THE SPECIAL JOINT CITY COUNCIL AND COMMUNITY IMPROVEMENT COMMISSION MEETING TUESDAY- -APRIL 19, 2005- -7:27 P.M.

Mayor/Chair Johnson convened the Special Joint Meeting at 7:56 p.m.

ROLL CALL - Present: Councilmembers/Commissioners Daysog,  
deHaan, Gilmore, Matarrese, and  
Mayor/Chair Johnson - 5.

Absent: None.

#### MINUTES

(05- CC/05- CIC) Minutes of the Special Joint City Council and  
Community Improvement Commission Meeting held on April 5, 2005.  
Approved.

Vice Mayor/Commissioner Gilmore moved approval of the minutes.

Councilmember/Commissioner Matarrese seconded the motion, which  
carried by unanimous voice vote - 5.

#### AGENDA ITEMS

(05- CC/05- CIC) Recommendation to approve the Annual Operating  
and Capital Budget for the Bayport Project. Approved.

The Acting City Manager stated the budget scenario is considerably  
better based upon the profit participation section that allows  
participation in some of the developer's profit.

The Development Services Director gave a brief report on the  
project.

Councilmember/Commissioner Daysog inquired whether bond issuance is  
not required because revenue generated would cover public  
improvements and still provide an \$800,000 profit.

The Development Services Director responded that one bond was  
issued early in the project; the project's bottom line does not  
require using any other bonds to finish the project.

Mayor/Chair Johnson inquired whether bond capacity is freed up for  
other potential uses in the future.

The Development Services Director responded in the negative; stated

the existing agreement does not just contemplate the current phase; the obligations of the projects are linked; any project proceeds that flow from Phase I tax increments are obligated to Phase II unless negotiated differently.

Mayor/Chair Johnson inquired whether Phase II has been negotiated, to which the Development Services Director responded Phase II has a Disposition and Development Agreement (DDA).

Mayor/Chair Johnson inquired whether the DDA provisions could be renegotiated, to which the Development Services Director responded in the affirmative.

Councilmember/Commissioner Matarrese inquired whether the bottom line of the next phase is more favorable.

The Development Services Director responded that a developer advance is not required; available funds would be required to be put into the infrastructure in a different pattern.

Councilmember/Commissioner Matarrese inquired whether the Research and Development Park and Business Park look more favorable, to which the Development Services Director responded that she could not respond; there are other issues related to the economics.

Councilmember/Commissioner Matarrese inquired whether the profits rolling into the next project allow for a more favorable situation, to which the Development Services Director responded possibly.

Councilmember/Commissioner deHaan inquired whether the price of homes is the principle factor for the current situation, to which the Development Services Director responded in the affirmative.

Councilmember/Commissioner deHaan stated the break even point was \$650,000.

The Redevelopment Manager noted the average sale price of the homes was \$725,000.

Councilmember/Commissioner Daysog stated that news is good overall; profit participation was initially questionable.

Councilmember/Commissioner deHaan moved approval of the staff recommendation.

Councilmember/Commissioner Matarrese seconded the motion, which carried by unanimous voice vote - 5.

Doug Biggs, Alameda Point Collaborative (APC), stated that the APC was originally granted 39 units to meet housing needs for the

homeless; APC entered into an agreement with the City to replace the original units in east housing near the corner of Atlantic Avenue and Fifth Street; the City told APC that there are no funds to build the 39 units; the City is contemplating financing a 39-unit project through other funds instead; the City specifically designated project revenues from the Catellus Project as the primary source for the 39 units, including \$2 million from the sale of land; that designation of funds is not shown in the accounting presented tonight; without the agreement with APC to relocate units, the Bayport Project would not have happened; the use of the Catellus funds could go a long way toward making units more affordable and serve the homeless.

Councilmember/Commissioner Matarrese requested an Off Agenda Report in response to Mr. Biggs' comments.

(05- CC/05- CIC) Joint Public Hearing to consider authorizing the City Manager/Executive Director to enter into a Disposition and Development Agreement with Alameda Entertainment Associates, L.P., approval of the 33433 Report, and adoption of a Mitigated Negative Declaration for the Alameda Theater, Cineplex and Parking Structure Project (State Clearinghouse #2004-122-042).

(05- A/CIC ) Adoption of Resolution Approving and Authorizing Execution of a Disposition and Development Agreement Between the Community Improvement Commission and Alameda Entertainment Associates, L.P., and Approving Certain Mitigation Measures for the Project and Adopting a Mitigation Monitoring Program; and

(05- A/CIC ) Adoption of Resolution Approving and Authorizing Execution of a Disposition and Development Agreement Between the Community Improvement Commission and Alameda Entertainment Associates, L.P., and Adopting a Mitigated Negative Declaration and Mitigation Monitoring Program. **Continued to May 3, 2005.**

#### ADJOURNMENT

There being no further business, Mayor/Chair Johnson adjourned the Special Joint Meeting at 8:06 p.m.

Respectfully submitted,

Lara Weisiger, City Clerk  
Secretary, Community Improvement  
Commission

The agenda for this meeting was posted in accordance with the Brown Act.

# CITY OF ALAMEDA

## MEMORANDUM

To: Honorable Chair and  
Members of the Community Improvement Commission

Honorable Mayor and  
Members of the City Council

From: William C. Norton  
Acting Executive Director/City Manager

Date: April 20, 2005

Re: Joint Public Hearing to Consider Recommendation to Authorize the City Manager/Executive Director to Enter into a Disposition and Development Agreement with Alameda Entertainment Associates, L.P., Approval of the California Health and Safety Code Section 33433 Report Summarizing the Financial Impact of the Project and Adoption of a Mitigated Negative Declaration for the Alameda Theatre, Cineplex and Parking Structure Project (State Clearinghouse #2004-122-042)

Resolution of the Community Improvement Commission of the City of Alameda Approving and Authorizing Execution of a Disposition and Development Agreement between the Commission and Alameda Entertainment Associates, L.P., and Approving Certain Mitigation Measures for the Project and Adopting a Mitigation Monitoring Program

Resolution of the City Council of the City of Alameda Approving and Authorizing Execution of a Disposition and Development Agreement between the Commission and Alameda Entertainment Associates, L.P., and Adopting a Mitigation Monitoring Program

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### **BACKGROUND**

This item had been originally scheduled for April 19; at that time, staff requested a continuance to May 3, 2005.

The Community Improvement Commission (CIC) entered into an Exclusive Negotiation Agreement with Kyle Conner to negotiate terms for development of a new two-story multiplex cinema as part of a total project that includes the rehabilitation of the Historic Alameda Theatre and construction of a new parking structure with approximately 350 parking spaces. Presented is the final Disposition and Development Agreement (DDA) with Alameda Entertainment Associates, L.P. based on the business terms approved by the

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CIC. (This DDA is on file with the City Clerk.)

## **DISCUSSION/ANALYSIS**

### **Project Summary**

The project is comprised of three primary and related components: the public parking garage, the proposed acquisition and renovation of the Historic Alameda Theatre, and the development of a new two-story multiplex cinema. The project is anticipated to use a combination of funds from the 2003 merged area bond issue and/or with subsequent review of a financing plan, a HUD Section 108 loan and Brownfields Economic Development Initiative (BEDI) Grant. The total funds needed by the CIC for the project is anticipated to be approximately \$22,770,000. It is also important to note that a number of actions in the DDA will require a 4/5<sup>th</sup> vote of the Council and CIC and with the approval of the DDA the Developer will be moving forward with a substantial expense of funds.

### **Developer Experience**

The project developer is Kyle Conner. Mr. Conner has over 25 years experience with theater management, operation, design, construction and fixture and furniture supply. Mr. Conner has been a partner in several area theaters and brings to Alameda his experience from those projects. This will be Mr. Conner's first project as primary developer.

### **Primary DDA Business Terms**

#### **Public Parking Structure**

The CIC has acquired the first parcels needed for the parking structure. The Historic Alameda Theatre will also need to be acquired. In February, the CIC presented an offer to purchase the Historic Alameda Theatre. The design is being finalized and it is planned to go out to bid within the next two months. The parking structure will begin construction in fall 2005 and be completed by fall 2006. The Developer will have the ability to validate parking for theater patrons for an annual fee of \$10,000. This fee is based on the usage anticipated by the theater and will increase each year by the CPI.

#### **New Multiplex Cinema**

The Developer intends to construct a seven (7)-screen multiplex cinema with approximately 1,100 seats. The multiplex cinema will have stadium seating with all current state-of-the-art equipment. Patrons will enter the new cinema via the Historic Alameda Theatre providing the feeling of one overall theatre complex to the public.

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The CIC has acquired one of the parcels needed for the new multiplex cinema. The CIC hopes to acquire the remaining parcel to complete the land acquisition needed for the project. The CIC will lease the land to the Developer where the new multiplex cinema is to be built. The lease payments are \$12,000 annually for the first six years and \$96,000 annually for years seven through ten. The lease payments will then increase by the CPI with a floor of 3% and a ceiling of 5%.

The initial estimated costs for the new multiplex cinema are \$8,834,500, based on conceptual drawings. The private investment commitment is \$5,359,500 and the balance (economic gap) would be funded by the CIC. The Developer will provide funding in the amount of \$5,359,500: an equity contribution of \$1,350,000, a construction loan of \$3,159,500 and a furniture, fixtures and equipment (FFE) loan of \$850,000. The CIC's financial obligation under the proposed DDA is \$3,475,000; a lump sum grant of \$675,000 towards funding a portion of the vertical circulation elements needed to access the historic theater and the second story multiplex and the economic gap portion needed to fund the two-story multiplex, a not-to-exceed amount of \$2,800,000.

Repayment by the Developer of the \$2,800,000 is split into a \$1,400,000 loan that would start to be repaid in year seven of the project when the Developer has repaid his FFE bank loan. The remaining \$1,400,000, of the \$2,800,000, that the CIC is funding, is repaid over time by percentage rent from the revenues of the project. The percentage rent is in addition to the base rent. During years one through six, the percentage rent would be 15% when the Developer reaches gross revenues above \$3,250,000. The percentage rent increases to 17.5% when gross revenues go above \$4,210,000 in years seven through ten. In years 11 through 30, the percentage rent remains at 17.5% but the gross revenues threshold increases by the same percentage amount as the monthly minimum rent is increased. Once the \$1,400,000 is repaid, the percentage rent is reduced to 12% with the gross revenues threshold staying the same as the previous year.

The Developer will also have an option to purchase the land under the new multiplex cinema for a price not to exceed the full internal costs and expenses incurred by the CIC or fair market value whichever is higher. The option to purchase cannot be exercised prior to the Developer having operated the cinema successfully for five years.

#### Historic Alameda Theatre

The project anticipates the potential acquisition of the Historic Alameda Theatre. It is estimated that the total costs of this part of the project will be \$9,563,591 for the Historic Alameda Theatre. The \$9,563,591 budget includes a \$125,000 contingency, which may be used towards the Developer's extraordinary FFE costs. The \$125,000 can only be used for the project to the extent that the Developer has spent not less than \$1,200,000 on FFE for both the new building and the Historic Alameda Theatre.

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The Developer will have the option to expand the Historic Alameda Theatre rehabilitation to include two additional screens on the upper level at a later date at his sole expense.

The Developer will have an option to purchase the Historic Alameda Theatre for a price not to exceed the full internal costs and expenses incurred by the CIC or fair market value which ever is greater. The option can only be exercised after five years of successful operation as a theatre.

### **ENVIRONMENTAL REVIEW**

In accordance with the California Environmental Quality Act (CEQA), an Initial Study/Environmental Assessment (draft IS/EA) has been completed and a proposed Mitigated Negative Declaration was circulated for public comment from December 9, 2004 to January 10, 2005. The draft IS/EA analyzes the impacts of two development options for the Alameda Theatre, new cinema and parking structure.

Option A consists of construction of a new multi-level parking structure with 352 spaces; the proposed rehabilitation of the existing Historic Alameda Theatre to create a restored, 500-seat cinema; and construction of an adjacent approximately 1,300-seat, seven-to-eight-screen cineplex. The new parking and cineplex structures would also include approximately 3,500 square feet of ground floor retail space. A possible future expansion of the proposed parking garage onto the existing adjacent Longs Drug site, referred to as Option B, was also analyzed and would have added approximately 158 more parking spaces to the garage, for a total of approximately 508 spaces, and a net increase of another approximately 15,000 square feet of retail space on the expanded site.

These environmental documents will be used in conjunction with several potential City actions related to the Historic Alameda Theatre, Multiplex Cinema and Parking Structure Project including, but not limited to:

- Site Acquisition
- Funding
- Planning Board project approvals (Use Permit, Design Review)
- Historical Advisory Board Certificate of Approval for the Historic Alameda Theatre
- Necessary Permits (demolition, constructions, etc.)

During the public review process six comments were received from:

- Monika Slay Pitchford

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- David J. Rehnstrom, East Bay Municipal Utility District
- Christopher Buckley, Alameda Architectural Preservation Society
- Governor's Office of Planning and Research (#1)
- Governor's Office of Planning and Research (#2)
- Timothy C. Sable, State of California Department of Transportation

Wagstaff and Associates, consultant to the CIC for the IS/EA, responded to comments. The consultant has corrected and made a clarification to the design review process to be consistent with City policies and procedures and the enlarged review and comment role by the Historic Advisory Board. None of the comments received identified significant impacts associated with the project, nor did the comments identify new mitigation measures or challenge the adequacy of the proposed mitigation measures. The following documents are on file with the City Clerk:

- Exhibit "A" – Responses to Public Comments Received on the December 2004 Draft Initial Study/Environmental Assessment for the Proposed Alameda Theater, Cineplex and Parking Structure
- Exhibit "B" – Findings Regarding Significant Impacts That can be Mitigated to a Level of Insignificance
- Exhibit "C" – Mitigation Monitoring Checklist for the Alameda Theater, Cineplex and Parking Structure Project

### **FISCAL IMPACT**

The fiscal impact from the proposed DDA is described in the 33433 Report (on file with the City Clerk). The annual revenue to the CIC from the ground lease, Historic Alameda Theatre lease, retail leases and parking revenue is expected to be \$525,000 in the first year.

Additional fiscal benefits are anticipated to accrue to the CIC with tax increment, to the General Fund with permit fees, business license fees and sales tax and to Alameda Power & Telecom (AP&T) with new energy sales.

Permit Fees (one time revenue):

Parking Structure	\$368,000
Historic Alameda Theatre	\$238,000

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New Multiplex Cinema	\$286,000
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Annual Sales taxes per year:

New Multiplex Cinema retail	\$3,750
Historic Alameda Theatre retail	\$7,103

AP&T income per year:

New Multiplex Cinema and Historic Alameda Theatre	\$21,600
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Annual Business license fees	\$1,789
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New jobs created	337
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The annual sales from the multiplex cinema and Historic Alameda Theatre for the first year are expected to be \$3,052,800 and the retail space sales are expected to be \$1,302,300 for a total of \$4,355,100.

### **RECOMMENDATION**

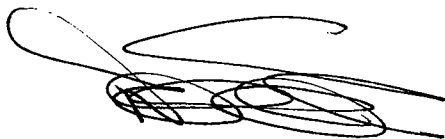
It is recommended that the GIC and City:

1. Adopt the Resolution and approve and authorizing the Executive Director to execute the DDA with Alameda Entertainment Associates, L.P.
2. Adopt the Resolution and Approve the Mitigated Negative Declaration for the DDA.

Respectfully submitted,



Leslie A. Little  
Development Services Director



By: Dorene E. Soto  
Manager, Business Development Division

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Honorable Chair and  
Members of the Community Improvement Commission

April 20, 2005  
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Honorable Mayor and  
Members of the City Council

WCN/LAL/DES:rv

cc: Kyle Conner, Alameda Entertainment Associates, L.P.

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COMMUNITY IMPROVEMENT COMMISSION  
OF THE CITY OF ALAMEDA

RESOLUTION NO. \_\_\_\_\_

APPROVING AND AUTHORIZING EXECUTION OF A DISPOSITION AND DEVELOPMENT AGREEMENT BETWEEN THE COMMISSION AND ALAMEDA ENTERTAINMENT ASSOCIATES, L.P., AND APPROVING CERTAIN MITIGATION MEASURES FOR THE PROJECT AND ADOPTING A MITIGATION MONITORING PROGRAM

WHEREAS, the Community Improvement Commission of the City of Alameda ("Commission") is carrying out the Community Improvement Plan ("Plan") for the Business and Waterfront Improvement Project (the "BWIP"); and

WHEREAS, the City of Alameda ("City") and the Commission wish to further the City's downtown redevelopment goals by renovating the existing downtown historic Alameda theater, providing for increased retail space and a new multi-plex cinema, and providing for additional public parking within the BWIP; and

WHEREAS, the Commission has received a proposed Disposition and Development Agreement ("DDA") from Alameda Entertainment Associates, L.P., a California limited partnership ("Developer"), providing for the redevelopment of that certain real property located on the northeast corner of Central Avenue and Oak Street within the area of the BWIP (the "Site") for purposes of renovating the historic Alameda theater, constructing a new Cineplex and other retail space, and constructing a public parking structure (the "Project"); and

WHEREAS, a portion of the Site is owned by the Commission ("Commission Property") and a portion of the Site is proposed to be acquired by the Commission ("Acquisition Property"); and

WHEREAS, the DDA provides for, among other things: (a) the potential acquisition of the Acquisition Property by the Commission; (b) the ground lease of a portion of the Site to Developer for construction of a new Cineplex and other retail uses ("Cineplex Parcel"); (c) the Commission's renovation and lease to Developer of the existing historic Alameda theater on the Site (the "Theater Property"); and (d) Commission's construction of a public parking garage on a portion of the Site; and

WHEREAS, due to the potential use of federal Housing and Urban Development ("HUD") funds to assist in redeveloping the Project, the Project is subject to both the California Environmental Quality Act, Public Resources Code Section 21000, et seq. ("CEQA"), and the National Environmental Policy Act of 1969, Public Law 91-190 as amended, 42 U.S.C.A. 4321-4347 ("NEPA"); and

CC/CIC Resolution #1 (CIC)  
5-3-05

Approved as to Form

GENERAL COUNSEL

WHEREAS, in accordance with CEQA and NEPA, the City, as proponent of the Project and lead agency under CEQA and as the responsible entity under NEPA, prepared a joint environmental document in the form of a CEQA-authorized Mitigated Negative Declaration and a NEPA-authorized Mitigated Finding of No Significant Impact ("Mitigated FONSI"), supported by a joint Initial Study/Environmental Assessment (collectively, the "Environmental Documents"); and

WHEREAS, under CEQA Commission is a Responsible Agency, as defined in Section 21069 of the California Public Resources Code; and

WHEREAS, the Community Redevelopment Law of the State of California (Health and Safety Code Section 33000 *et seq.*) provides in Section 33431 that any sale or lease of Commission property may be made only after a public hearing of the Commission after publication of notice as provided by law; and

WHEREAS, the Community Redevelopment Law provides in Section 33433 that before any property acquired, in whole or in part, with tax increment monies, is sold or leased for development pursuant to a redevelopment plan, such sale or lease shall first be approved by the legislative body after a public hearing, that notice of the time and place of the hearing shall be published in a newspaper of general circulation in the community for at least two (2) successive weeks prior to the hearing, and that the Commission shall make available for public inspection a copy of the proposed sale or lease and a report containing specified information and the financial aspects of the proposal; and

WHEREAS, pursuant to Section 33445 of the Community Redevelopment Law, the Commission is authorized, with the consent of the City Council, to pay all or part of the value of the land for and the cost of the installation and construction of any building, facility, structure or other improvement which is publicly owned either within or without a project area upon a determination by the City Council that such building, facility, structure or other improvement is of benefit to the project area or the immediate area in which the project is located, that no other reasonable means of financing such building, facility, structure or other improvement are available to the community, that the payment of funds for the cost of the building, facility, structure or other improvement will assist in the elimination of one or more blighting conditions inside the project area, and that the provision of the building, facility, structure or other improvement is consistent with the implementation plan adopted by the Commission; and

WHEREAS, notice of a joint public hearing on the DDA and Mitigated Negative Declaration of the City Council of the City of Alameda ("City Council") and the Commission was published in the *Alameda Journal* on April 5, 2005, and April 12, 2005; and

WHEREAS, the Commission prepared a report pursuant to Section 33433 of the Health and Safety Code containing a copy of the proposed DDA and a summary describing the cost of the DDA to the Commission, the value of the property interest to be conveyed, the value of the lease payments and other information required by said Section 33433 ("Report"), and said Report was made available to the public for inspection; and

WHEREAS, the City Council and the Commission held a joint public hearing on May 3, 2005, in the City Council Chambers to consider and act on the Mitigated Negative Declaration and disposition and development of the Site pursuant to the DDA.

**NOW, THEREFORE, THE COMMUNITY IMPROVEMENT COMMISSION OF THE CITY OF ALAMEDA DOES HEREBY RESOLVE AS FOLLOWS:**

Section 1. The Commission hereby finds and determines that the acquisition of land for and the costs of the public parking garage are necessary to effectuate the purposes of the Plan, and the Commission is authorized, with the consent of the City Council, to provide the public parking garage. The Commission further finds and determines that the public parking garage is of primary benefit to the area of the BWIP ("BWIP Project Area"); that no other means of financing the public parking garage is available to the City; and that the payment of funds by the Commission for such public parking garage will assist in eliminating blight within the BWIP Project Area and is consistent with the Commission's Implementation Plan for the BWIP adopted pursuant to Section 33490 of the Community Redevelopment Law ("Implementation Plan"). These findings and determinations are based upon the following facts:

- a. The public parking garage is located within the downtown business district of the BWIP Project Area and will, therefore, provide parking needed to serve the retail and commercial businesses within the BWIP Project Area;
- b. The City has explored and sought other funding alternatives and is requesting HUD funds to assist in paying some of the costs of the public parking garage, however, additional funds are necessary and the City does not have funds available for the additional costs of the public parking garage;
- c. The public parking garage will eliminate blight by providing adequate land and facilities for parking and stimulating new commercial expansion, employment and economic growth within the BWIP Project Area; and
- d. The public parking garage is consistent with the Implementation Plan, as the Implementation Plan's goals include the elimination of inadequate public facilities, the provision of adequate land for parking and the strengthening of the economic base of the BWIP Project Area, and one of the programs of the Implementation Plan is the improvement of public facilities, including the development of more public parking.

Section 2. The Commission hereby finds and determines that the ground lease of the Cineplex Parcel and the lease of the Theater Property to Developer and development of the Project on the Site pursuant to the DDA will assist in the elimination of blight within the BWIP Project Area and is consistent with the Implementation Plan. This finding is based upon the facts and information contained in the Report.

Section 3. The Commission hereby finds and determines that the consideration to be paid by Developer for the ground lease of Cineplex Parcel is not less than the fair reuse value of the Cineplex Parcel at the use and with the covenants and conditions and development costs authorized by the DDA. Commission also finds that the consideration to be paid by Developer



for lease of the Theater Property is not less than the fair reuse value of the Theater Property at the use and with the covenants and conditions and development costs authorized by the DDA. These findings are based on the facts and information contained in the Report.

Section 4. The Commission has reviewed and considered the Mitigated Negative Declaration prepared and adopted by the City (including the comments and responses thereto) and hereby finds and determines that the Project, including the development of the Site pursuant to the DDA, is covered by the Mitigated Negative Declaration relating to the Project, and that the Project incorporates all applicable mitigation measures identified in the Environmental Documents to reduce environmental impacts to less than a significant level. As to such mitigation measures and environmental impacts, the Commission hereby adopts and incorporates by reference herein those CEQA findings and mitigation measures and Mitigation Monitoring Program set forth in City Council Resolution No. \_\_\_\_\_.

Section 5. Commission hereby approves the ground lease of the Cineplex Parcel and the lease of the Theater Property pursuant to the DDA. Commission hereby further approves the DDA substantially in the form attached hereto, subject to any minor conforming, technical or clarifying changes approved by the Executive Director and Commission Counsel. The Executive Director and Secretary of the Commission are hereby authorized and directed to take such further actions and execute such documents as are necessary to carry out the DDA on behalf of the Commission, including without limitation, the leases, deed of trust and all other actions and documents necessary for the acquisition, disposition and development of the Site in accordance with the DDA.

Section 6. The Secretary of the Commission is hereby authorized to file a Notice of Determination with the County Clerk of the County of Alameda and the Office of Planning and Research, if applicable, following approval of the Project by the City and adoption of this resolution by the Commission.

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I, the undersigned, hereby certify that the foregoing Resolution was duly and regularly adopted and passed by the Community Improvement Commission of the City of Alameda in a Special Community Improvement Commission meeting assembled on the \_\_\_\_\_ day of \_\_\_\_\_, 2005 by the following vote to wit:

AYES:

NOES:

ABSENT:

ABSTENTIONS:

IN WITNESS, WHEREOF, I have hereunto set my hand and affixed the official seal of said Commission this \_\_\_\_\_ day of \_\_\_\_\_, 2005.

\_\_\_\_\_  
Lara Weisiger, Secretary  
Community Improvement Commission

\_\_\_\_\_  
Beverly Johnson, Chair  
Community Improvement Commission

CITY OF ALAMEDA RESOLUTION NO. \_\_\_\_\_

APPROVING AND AUTHORIZING EXECUTION OF A DISPOSITION AND DEVELOPMENT AGREEMENT BETWEEN THE COMMISSION AND ALAMEDA ENTERTAINMENT ASSOCIATES, L.P., AND ADOPTING A MITIGATED NEGATIVE DECLARATION AND MITIGATION MONITORING PROGRAM

WHEREAS, the Community Improvement Commission of the City of Alameda ("Commission") is carrying out the Community Improvement Plan ("Plan") for the Business and Waterfront Improvement Project (the "BWIP"); and

WHEREAS, the City of Alameda ("City") and the Commission wish to further the City's downtown redevelopment goals by renovating the existing downtown historic Alameda theater, providing for increased retail space and a new multi-plex cinema, and providing for additional public parking within the BWIP; and

WHEREAS, the Commission has received a proposed Disposition and Development Agreement ("DDA") from Alameda Entertainment Associates, L.P., a California limited partnership ("Developer"), providing for the redevelopment of that certain real property located on the northeast corner of Central Avenue and Oak Street within the area of the BWIP (the "Site") for purposes of renovating the historic Alameda theater, constructing a new Cineplex and other retail space, and constructing a public parking structure (the "Project"); and

WHEREAS, a portion of the Site is owned by the Commission ("Commission Property") and a portion of the Site is proposed to be acquired by the Commission ("Acquisition Property"); and

WHEREAS, the DDA provides for, among other things: (a) the potential acquisition of the Acquisition Property by the Commission; (b) the ground lease of a portion of the Site to Developer for construction of a new Cineplex and other retail uses ("Cineplex Parcel"); (c) the Commission's renovation and lease to Developer of the existing historic Alameda theater on the Site (the "Theater Property"); and (d) Commission's construction of a public parking garage on a portion of the Site; and

WHEREAS, due to the potential use of federal Housing and Urban Development ("HUD") funds to assist in redeveloping the Project, the Project is subject to both the California Environmental Quality Act, Public Resources Code Section 21000, et seq. ("CEQA"), and the National Environmental Policy Act of 1969, Public Law 91-190 as amended, 42 U.S.C.A. 4321-4347 ("NEPA"); and

WHEREAS, in accordance with CEQA and NEPA, the City, as proponent of the Project and lead agency under CEQA and as the responsible entity under NEPA, prepared a joint environmental document in the form of a CEQA-authorized Mitigated Negative Declaration and a NEPA-authorized Mitigated Finding of No Significant Impact ("Mitigated FONSI"), supported by a joint Initial Study/Environmental Assessment (collectively, the "Environmental Documents"); and

WHEREAS, in accordance with CEQA and NEPA, the City published and distributed a Notice of Intent to Adopt a Negative Declaration of Environmental Significance with Mitigation Measures, a Notice of Findings of No Significant Impact and Notice of Intent to Request Release of Funds; and has made the Environmental Documents available for public review in accordance with CEQA and NEPA; and

WHEREAS, all applicable mitigation measures identified in the Environmental Documents to reduce potential environmental impacts to less than a significant level were conditions of approval of the Mitigated Negative Declaration and Mitigated FONSI and, therefore, have been incorporated into the proposed DDA for the Project; and

WHEREAS, the Community Redevelopment Law of the State of California (Health and Safety Code Section 33000 *et seq.*) provides in Section 33431 that any sale or lease of Commission property may be made only after a public hearing of the Commission after publication of notice as provided by law; and

WHEREAS, the Community Redevelopment Law provides in Section 33433 that before any property acquired, in whole or in part, with tax increment monies, is sold or leased for development pursuant to a redevelopment plan, such sale or lease shall first be approved by the legislative body after a public hearing, that notice of the time and place of the hearing shall be published in a newspaper of general circulation in the community for at least two (2) successive weeks prior to the hearing, and that the Commission shall make available for public inspection a copy of the proposed sale or lease and a report containing specified information and the financial aspects of the proposal; and

WHEREAS, pursuant to Section 33445 of the Community Redevelopment Law, the Commission is authorized, with the consent of the City Council, to pay all or part of the value of the land for and the cost of the installation and construction of any building, facility, structure or other improvement which is publicly owned either within or without a project area upon a determination by the City Council that such building, facility, structure or other improvement is of benefit to the project area or the immediate area in which the project is located, that no other reasonable means of financing such building, facility, structure or other improvement are available to the community, that the payment of funds for the cost of the building, facility, structure or other improvement will assist in the elimination of one or more blighting conditions inside the project area, and that the provision of the building, facility, structure or other improvement is consistent with the implementation plan adopted by the Commission; and

WHEREAS, in accordance with NEPA, the City has submitted the Mitigated FONSI to HUD; and

WHEREAS, notice of a joint public hearing on the DDA and Mitigated Negative Declaration of the City Council of the City of Alameda ("City Council") and the Commission was published in the *Alameda Journal* on April 5, 2005, and April 12, 2005; and

WHEREAS, the Commission prepared a report pursuant to Section 33433 of the Health and Safety Code containing a copy of the proposed DDA and a summary describing the cost of the DDA to the Commission, the value of the property interest to be conveyed, the value of the lease payments and other information required by said Section 33433 ("Report"), and said Report was made available to the public for inspection; and

WHEREAS, the City Council and the Commission held a joint public hearing on May 3, 2005, in the City Council Chambers to consider and act on the Mitigated Negative Declaration and disposition and development of the Site pursuant to the DDA;

**NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF ALAMEDA DOES HEREBY RESOLVE AS FOLLOWS:**

Section 1. The City Council hereby finds and determines that the acquisition of land for and the costs of the public parking garage are necessary to effectuate the purposes of the Plan, and the City Council consents to the Commission providing the public parking garage. The City Council further finds and determines that the public parking garage is of primary benefit to the area of the BWIP ("BWIP Project Area"); that no other means of financing the public parking garage is available to the City; and that the payment of funds by the Commission for such public parking garage will assist in eliminating blight within the BWIP Project Area and is consistent with the Commission's Implementation Plan for the BWIP adopted pursuant to Section 33490 of the Community Redevelopment Law ("Implementation Plan"). These findings and determinations are based upon the following facts:

- a. The public parking garage is located within the downtown business district of the BWIP Project Area and will, therefore, provide parking needed to serve the retail and commercial businesses within the BWIP Project Area;
- b. The City has explored and sought other funding alternatives and is requesting HUD funds to assist in paying some of the costs of the public parking garage, however, additional funds are necessary and the City does not have funds available for the additional costs of the public parking garage;
- c. The public parking garage will eliminate blight by providing adequate land and facilities for parking and stimulating new commercial expansion, employment and economic growth within the BWIP Project Area; and
- d. The public parking garage is consistent with the Implementation Plan, as the Implementation Plan's goals include the elimination of inadequate public facilities, the provision of adequate land for parking and the strengthening of the economic base of the BWIP Project Area, and one of the programs of the Implementation Plan is the improvement of public facilities, including the development of more public parking.

Section 2. The City Council hereby finds and determines that the ground lease of the Cineplex Parcel and the lease of the Theater Property to Developer and development of the Project on the Site pursuant to the DDA will assist in the elimination of blight within the BWIP Project Area and is consistent with the Implementation Plan. This finding is based upon the facts and information contained in the Report.

Section 3. The City Council hereby finds and determines that the consideration to be paid by Developer for ground lease of the Cineplex Parcel is not less than the fair reuse value of the Cineplex Parcel at the use and with the covenants and conditions and development costs authorized by the DDA. City Council also finds that the consideration to be paid by Developer for lease of the Theater Property is not less than the fair reuse value of the Theater Property at the

use and with the covenants and conditions and development costs authorized by the DDA. These findings are based on the facts and information contained in the Report.

Section 4. The City Council hereby finds that the Environmental Documents for the Project have been prepared, published, circulated and reviewed in accordance with CEQA and NEPA, and the applicable regulations pertaining thereto, and that the conditions of approval ("Conditions of Approval"), which were set forth in the Mitigated Negative Declaration and incorporated into the Project before the Environmental Documents were released for public review, reduce all environmental impacts to less than a significant level.

Section 5. Comments received during the public review process of the Environmental Documents and responses thereto are contained in Exhibit A, attached hereto and incorporated herein, and based on such comments and responses, the City Council finds that the comments did not identify new significant impacts associated with the Project, identify new mitigation measures or challenge the adequacy of the mitigation measures contained in the Mitigated Negative Declaration and, therefore, do not include new information or substantial evidence that a potential environmental effect may occur as a result of the Project.

Section 6. The City Council has reviewed and considered the information contained in the Environmental Documents and has evaluated all comments received during the public review process and responses prepared thereto, prior to adopting this resolution and acting on the DDA.

Section 7. The City Council hereby finds, on the basis of the whole record before it (including the Environmental Documents, comments received and responses thereto, and the specific findings described in Exhibit B attached hereto and incorporated herein) that there is no substantial evidence that the Project will have a significant effect on the environment, and that the Mitigated Negative Declaration reflects the City Council's independent judgment and analysis.

Section 8. The City Planning and Building Department is hereby designated as the custodian of the documents and other materials which constitute the record of proceedings upon which the City Council's approval of the Mitigated Negative Declaration is based.

Section 9. The City Council hereby adopts the Mitigated Negative Declaration, including all mitigation measures set forth in the Conditions of Approval of the Mitigated Negative Declaration, as identified in the Environmental Documents.

Section 10. For purposes of reporting on and monitoring the mitigation measures incorporated into the Mitigated Negative Declaration, the City Council hereby adopts the Mitigation Monitoring Program set forth in Exhibit C attached hereto and incorporated herein.

Section 11. The City Council hereby approves the DDA in substantially the form on file with the Secretary of the Commission.

Section 12. The City Clerk is hereby authorized to file a Notice of Determination with the County Clerk of the County of Alameda and the Office of Planning and Research following adoption of this resolution by the City Council.

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EXHIBIT "A"

**MEMORANDUM**

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DATE: April 19, 2005

TO: Ms. Cynthia Eliason  
Supervising Planner  
City of Alameda Planning and Building Department

FROM: John Wagstaff

PROJECT: Alameda Theater, Cineplex and Parking Structure Project

SUBJECT: **Responses to Public Comments Received on the December 2004  
Draft Initial Study/Environmental Assessment for the Proposed  
Alameda Theater, Cineplex and Parking Structure**

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The Draft Initial Study/Environmental Assessment for the Alameda Theater, Cineplex and Parking Structure Project (Draft IS/EA), dated December 6, 2004, was released for public review on Thursday, December 9, 2004. Implementation of the project will require local (City and CIC), state (State Office of Historic Preservation) and federal (HUD) approval actions, and therefore invokes the environmental documentation requirements of both the California Environmental Quality Act (CEQA) and the National Environmental Policy Act (NEPA). Under the CEQA Guidelines (Governor's Office of Planning and Research, California Environmental Quality Act and Guidelines, 2004), the City of Alameda is the "lead agency" having primary responsibility for approving and carrying out the project, and for completing the associated CEQA environmental documentation process. It has also been mutually agreed upon between the City and HUD that the City, as the prospective recipient of HUD assistance for the project, will be the "responsible entity" for the NEPA environmental documentation process--i.e., will assume NEPA environmental review responsibilities for the proposed HUD assistance action, pursuant to HUD Regulations Governing Environmental Review Procedures for Entities Assuming HUD Environmental Responsibilities.<sup>1</sup>

The CEQA and NEPA laws establish similar environmental documentation processes. For projects which invoke both CEQA and NEPA, "Lead Agencies"/ "Responsible Entities" are encouraged to prepare joint CEQA/NEPA documents. The City and HUD have agreed that a joint CEQA/NEPA environmental document is appropriate for the Alameda Theater Rehabilitation/Cineplex/Parking Structure project.

It has also been determined by the City that the joint environmental document shall take the form of a CEQA-authorized Mitigated Negative Declaration (MND) supported by an Initial Study (IS),<sup>2</sup> and a NEPA-authorized Mitigated Finding of No Significant Effect

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<sup>1</sup>Code of Federal Regulations, Title 24, section 58 (24 CFR 58).

<sup>2</sup>CEQA Guidelines section 15071(d).

(Mitigated FONSI) supported by an Environmental Assessment<sup>3</sup>--i.e., a joint Initial Study/Environmental Assessment (IS/EA) document.

Pursuant to both CEQA<sup>4</sup> and HUD<sup>5</sup> requirements, copies of the Draft IS/EA document have been made available through State (State Clearinghouse) and local (City of Alameda) libraries. A copy of the Draft IS/EA has also been available on the City's website. Notice of availability of the Draft IS/EA for public review has been published in a local newspaper of general circulation (The Alameda Journal). Copies of the Draft IS/EA have been distributed to all known responsible and interested public agencies and individuals and groups known to be interested in the proposed project activities.

The California Environmental Quality Act (CEQA) Guidelines<sup>6</sup> and HUD Environmental Review Procedures for Entities Assuming HUD Environmental Responsibilities<sup>7</sup> stipulate that the lead agency and responsible entity (the City) must consider the proposed Mitigated Negative Declaration (MND) and Finding of No Significant Impact (FONSI), together with any associated comments received, before approving the project. Under CEQA, the lead agency must provide a public review period of not less than 30 days for a proposed mitigated negative declaration (MND) that has been submitted to the State Clearinghouse (SCH) for review by state agencies.<sup>8</sup> Similarly, under HUD Environmental Review Procedures, if a FONSI has been prepared, the issuing office (i.e., the responsible entity) must provide a 15-day public comment period for public review of the supporting EA before taking action on a project.<sup>9</sup>

In accordance with these requirements, this memorandum includes the following:

- (1) a list of all comments received during and after the public review period pertaining to the project or the associated Draft IS/EA;
- (2) the responses of the IS/EA authors to all of the listed comments received pertaining to the content, adequacy, and conclusions of the Draft IS/EA; and
- (3) a set of revisions (errata) to the Draft IS/MND text (Attachment 1 hereto) made in response to comments received.

As the responses which follow explain, none of the comments received or associated revisions (Attachment 1) change the Draft IS/EA (MND/FONSI) report conclusion that, with implementation of the mitigations identified in the report (summarized in section 2 of

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<sup>3</sup>40 CFR Section 1508.13.

<sup>4</sup>CEQA Section 15072.

<sup>5</sup>24 CFR 58.43.

<sup>6</sup>California Public Resources Code section 21091(f); CEQA Guidelines section 15074(b).

<sup>7</sup>Code of Federal Regulations (CFR) Title 24 (Housing and Urban Development), Part 58, Section 58.43.

<sup>8</sup>CEQA Guidelines section 15073.

<sup>9</sup>24 CFR 58.45.



the report), the proposed Alameda Theater, Cineplex and Parking Structure project will have no significant environmental effects.

## **I. RESPONSES TO WRITTEN COMMENTS**

### **A. WRITTEN COMMENTS RECEIVED**

During the 30-day public review period, the City received written comments (letters, faxes and e-mails) from the following four agencies and individuals pertaining to the project and/or the Draft IS/EA (MND/FONSI):

1. Monika Slay Pitchford, 1835 Nason Street, Alameda; December 21, 2004
2. David J. Rehnstrom, Senior Civil Engineer, for William R. Kirkpatrick, Manager of Water Distribution Planning, East Bay Municipal Utility District; December 30, 2004
3. Christopher Buckley, Chair, Preservation Action Committee, The Alameda Architectural Preservation Society; January 10, 2005
4. Terry Roberts, Director, State Clearinghouse, State of California Governor's Office of Planning and Research; January 10, 2005

After the close of the 30-day review period (January 7, 2005) the following two additional letters were received by the City pertaining to the project and/or the Draft IS/EA (MND/FONSI):

5. Terry Roberts, Director, State Clearinghouse, State of California Governor's Office of Planning and Research; January 20, 2005 (forwarding letter 6)
6. Timothy C. Sable, District Branch Chief, State of California Department of Transportation; January 19, 2005

### **B. RESPONSES TO WRITTEN COMMENTS**

Written comments received which pertain to an environmental point and/or to the adequacy of the Draft IS/EA (MND/FONSI) are coded and paraphrased below, followed by the response of the Draft IS/EA authors. The verbatim written comments (letters) with corresponding coding (added to the margins) are also attached hereto (Attachment 2).

**Letter 1:** Monika Slay Pitchford, 1835 Nason Street, Alameda; December 21, 2004

**Comment 1.01:** Commenter expresses opposition to theater expansion, stating belief that Alameda cannot support a seven-to-eight-screen multiplex. Commenter expresses support for the refurbishing of the theater only, stating that the project should stop there.

**Response 1.01:** These comments include no specific reference to the content or adequacy of the Draft IS/EA (MND/FONSI); rather, the comments pertain to the perceived viability and merits of the project. These comments will be considered by the City in its deliberations on the project.

Comment 1.02: Commenter expresses strong opposition to the project design ("huge blank box"), and suggests that if the theater must be extended, "Why not mimic the design of the existing theater so that the new building blends with the old one."

Response 1.02: These comments include no specific reference to the content or adequacy of the Draft IS/EA (MND/FONSI); rather, the comments pertain to the perceived merits of the project. These comments will be considered by the City in its deliberations on the project, including design review.

It should be noted in response to the suggestion regarding mimicking the design of the existing Alameda Theater in the new building (cineplex and parking structure) design, that given the "historic resource" status of the existing theater, the design of the proposed theater rehabilitation and adjacent cineplex and parking structure components will be subject to "The Secretary of the Interior's Standards for Rehabilitation" (see Mitigations AES-1 and HIST-1 and related discussions on Draft IS/EA pages 2-3, 2-4, 3-8, 3-15, 3-16, and 3-17). These standards specifically state that *"Each [historic] property shall be recognized as a physical record of its time, place, and use. Changes that create a false sense of historic development, such as adding conjectural features or elements from other buildings, shall not be undertaken."* The standards also specifically state that *"New additions, exterior alterations, or related new construction shall...be differentiated from the old and shall be compatible with the massing, size, scale and architectural features to protect the historic integrity of the property and its environment."*

**Letter 2:** David J. Rehnstrom, Senior Civil Engineer, Water Service Planning, for William R. Kirkpatrick, Manager of Water Distribution Planning, East Bay Municipal Utility District; December 30, 2004

Comment 2.01: The commenter describes existing EBMUD water service provisions to the existing property (EBMUD's Central Pressure Zone) and recommends that, if additional water service is needed to serve the project, including water service for fire sprinkler protection, the project sponsor should contact EBMUD's New Business Office, and associated "substantial lead time" should be provided for in the project development schedule.

Response 2.01: The comments include no specific reference to the content or adequacy of the Draft IS/EA (MND/FONSI); rather, the comments provide helpful guidance to the City and CIC regarding subsequent development design coordination with EBMUD and overall development scheduling. The comments are acknowledged and appreciated by the City. The City of Alameda CIC will conduct the necessary contacts and consultation with EBMUD.

Comment 2.02: The commenter describes existing EBMUD wastewater service to the existing property and recommends that the project sponsor (the CIC) should confirm with the City's Public Works Department that there is available treatment capacity within the local subbasin flow allocation to serve the project. The commenter states that it is not possible to make a determination that the increased wastewater treatment demand from the project would be less-than-significant without having this confirmation from the City. The commenter therefore suggests that the MND include the following language: *"The City of*

*Alameda Public Works Department has confirmed that there is available wastewater capacity within subbasin (insert subbasin number here) that is reserved for this project."*

Response 2.02: In response to this comment, the suggested mitigation language (with the identified subbasin number) has been added to Draft IS/EA pages 3-44 and 4-29. See associated errata in Attachment 1 (Revisions to the Draft IS/EA attached hereto).

Comment 2.03: The commenter suggests a revision to the wording on Draft IS/EA page 3-44 regarding possible replacement or rehabilitation of the existing sanitary collection system serving the project site to clarify that such improvements could occur both on-site and off-site.

Response 2.03: Comment acknowledged. The suggested revision (removal of the words "off-site") has been made to Draft IS/EA page 3-44. See this change to page 3-44 in Attachment 1 (Revisions to the Draft IS/EA) attached hereto.

**Letter 3:** Christopher Buckley, Chair, Preservation Action Committee, The Alameda Architectural Preservation Society; January 10, 2005

Comment 3.01: Commenter states that the Alameda Architectural Preservation Society (AAPS) believes that it is inappropriate to use visual simulations and elevations, as presented, as the basis for various conclusions made in the Draft IS/MND concerning the aesthetic and cultural resources impact of the proposed new project structures. The commenter states that the simulations and evaluations show a degree of architectural refinement that is premature, given the actual status of the City's design review process for this project ("not yet started and the garage architect has not even been selected"). The commenter also states that "the facades shown on the simulations and elevations are not the same, so it is not clear which design treatment is being evaluated."

Response 3.01: The two visual simulations included in Appendix E of the Draft IS/EA to which the commenter alludes, Figures 9 (Visual Simulation of View from Central Avenue) and 10 (Visual Simulation of View from Oak Street), on pages A-14 and A-15, respectively, have been prepared by an independent visual simulation computer consultant retained by the IS/EA consulting authors. The simulations have been prepared to show the basic massing and component characteristics of the project, and are based on preliminary architectural concept drawings and associated preliminary information on both the proposed cineplex and parking structure components of the project provided in October 2004 by the current planning architects. The Draft IS/EA document also includes one "Proposed Project Conceptual Elevation" exhibit, Figure 8 on page A-13, provided to the Draft IS/EA authors at a later date (November 2004). The project design process is ongoing. These visual simulations and architectural elevations include the level of preliminary conceptual detail available at that time from the CIC and its planning architects. These exhibits are intended to provide preliminary, "conceptual" depictions of the potential basic project appearance--i.e., building height, building mass, and building finish relationships to the adjacent existing theater and surrounding properties (i.e., historic and cultural resource values). The developer will present more specific architectural designs as part of subsequent project approval phases.

The conceptual elevations included in Figure 8 were prepared at a latter date than the visual simulations on Figures 9 and 10, and are intended to test alternative design concepts for architectural detail and articulation on the northwest (Central Avenue) and northeast (Oak Street), including some preliminary proposals for horizontal banding and a different architectural bay configuration (curved) than depicted on Figures 9 and 10. These differences do not affect the impact conclusions and mitigation recommendations of the Draft IS/EA with regard to project aesthetic and cultural resource impacts--i.e., Impacts and Mitigations AES-1 (Project Visual Compatibility Impact) on pages 2-2 and 2-3 and 3-6 through 3-9, and HIST-1 (Potential Project Design Effects on Historic Resources) on pages 2-3 and 2-4 and 3-15 through 3-17. Following normal City practice, the project design review process is ongoing and such design changes and refinements were anticipated by the Draft IS/EA authors to continue after City adoption of the project CEQA/NEPA documentation. Following normal practice, mitigation recommendations, included in the Draft IS/EA pertaining to the project's potential aesthetic and historic/cultural resource impacts have been formulated in anticipation of future design review and refinement, and are therefore formulated in the form of design guidelines and precautions for consideration in that process.

The following key Draft IS/EA impact statements are not affected by current differences in, and will not be affected by future revision to, the project architectural details as the design is refined through the course of the City's normal design review process [**bold type added for reemphasis**]:

Page 3-8 (Impact AES-1): "It appears that the current conceptual project design would have a positive (beneficial) visual impact in improving the visual compatibility of the project site, and in general, would visually enhance the surrounding Central Avenue and Oak Street streetscapes, as well as the overall Park Street Historic Commercial District east of the project site. The project design appears to be consistent with applicable City of Alameda General Plan policies pertaining to Downtown visual, aesthetic and urban design factors, and with applicable *U.S. Secretary of the Interior's Standards for Rehabilitation and Restoration*. Specifically, the current conceptual design includes building heights, scales, and setbacks which are compatible with opposite streetscapes and the adjacent Park Street Historic Commercial District, as well as building placement, height, scale, massing, materials and finishes which appear to be visually sensitive and compatible with the Alameda Theater and surrounding historic and potentially historic structures. **"Nevertheless, until the project architectural details are finalized, and these preliminary conclusions can be approved by the City of Alameda Historical Advisory Board and City of Alameda Planning Board during the City-required discretionary review process, it is assumed that the project final architectural design may have a potentially significant adverse visual compatibility impact."**

Page 3-8 (Mitigation AES-1, as revised for clarification): "Issuance of a Certificate of Approval by the City's Historic Advisory Board for structural alterations to the Alameda Theater with project review and comments to the Alameda Planning Board and design review and approval by the Planning Board would be required **to finalize the architectural design of the proposed project**. To ensure that **the final, more detailed project architectural design** remains consistent with pertinent City visual and urban design policies and with state and federal historic preservation standards--i.e., the *U.S. Secretary of the*

*Interior's Standards for Rehabilitation and Restoration*, retain an independent historic preservation professional **to review the project plans and specifications for consistency with these policies and standards.** The retained independent professional shall meet the *Secretary of the Interior's Proposed Historic Preservation Professional Qualification Standards (1996) for Historic Architecture, Historic Preservation Planning and/or Architectural History.* Final Historical Advisory Board certification of the structural alterations to the Alameda Theater and review and Planning Board approval of the project architectural design review shall include consideration of these independent review findings and any associated design refinement recommendations. Project commitment to this mitigation measure would ensure that any adverse project visual incompatibility impacts would be reduced to a *less-than-significant level.*"

Page 3-16 (Impact HIST-1, as revised for clarification): "An independent Section 106 review by Carey & Co., historic preservation architects (Attachment D), concludes that the **preliminary** theater rehabilitation design plans (October 2004) comply with the Secretary of the Interior's standards and their effects would therefore be less than adverse and in most cases beneficial, with overall positive impacts on the Alameda Theater historic resource. In addition, the Carey & Co. review has determined that the proposed project, including the new cineplex and parking structure components, would not have an adverse effect on the Park Street Historic Commercial District, and would not have an adverse effect on other identified and potential historic resources surrounding the project site.

**"However, review of final project design details and specifications would be necessary to ensure that the final design of the theater rehabilitation/ restoration and adjacent cineplex and parking structure components continues to comply with the Secretary of the Interior's standards. Therefore, until the project achieves design review approval by the City of Alameda Planning Board, based in part on the review and comment by the Historical Advisory Board and the findings and recommendations of an independent professional engaged in preservation--i.e., is determined by the Board to be consistent with City-adopted standards for design review and with applicable Secretary of the Interior Standards for Historic Rehabilitation and Restoration, it is assumed that the project may have a significant adverse effect on the historic Alameda Theater."**

Page 3-17 (Mitigation HIST-1, as revised for clarification): "To assure project compliance with City policies and standards and state and federal standards pertaining to the protection of historic resources (i.e., the Secretary of the Interiors Standards), issuance of the required Certificate of Approval for the structural alterations to the Alameda Theater by the City's Historical Advisory Board, and the **required final design review and approval of the entire project** by the City of Alameda Planning Board, shall include consideration of an **independent review of the final project plans and specifications by a professional engaged in historic preservation.** The review professional shall meet the *Secretary of the Interior's Proposed Historic Preservation Professional Qualification Standards (1996) for Historic Architecture, Historic Preservation Planning, and/or Architectural History.* Project commitment to this mitigation measure would reduce this impact to a *less-than-significant level.*"

The specific concerns expressed in this comment regarding the "highly Modernistic architecture" depicted in conceptual design materials released to date, and the suggestions regarding a higher degree of articulation on the building surfaces, will be considered by the City in the subsequent design review process mentioned to in the Draft IS/EA mitigation language excerpts above.

Additional more detailed architectural exhibits will be provided for City design review as the project advances.

The commenter suggests that revisions to the visual simulations be included in the Draft IS/EA, including suggested simplification of the simulations to eliminate implied surface materials and textures. Such revisions would not change the Draft IS/EA impact or mitigation findings.

The commenter has also suggested deletions of all Draft IS/EA references to "architectural features," "finishes," "exterior design," "architectural details" and "project design." Such changes would not change any Draft IS/EA impact findings. Nevertheless, some of the commenter's suggested edits represent improvements to the Draft IS/EA and have been incorporated verbatim or in variation by the Draft IS/EA authors and included in Attachment 1 (Revisions to the Draft IS/EA) attached hereto (see revisions to Draft IS/EA pages 3-6, 3-7, 3-8, 3-16, 4-6, and 4-7).

In addition, the remaining suggested changes, and the marked up (edited) versions of the Draft IS/EA submitted by the commenter, are attached hereto within Attachment 2 of this response-to-comments memo for consideration by the City in its deliberations on the Draft IS/EA and the project.

**Letter 4:** Terry Roberts, Director, State Clearinghouse, State of California Governor's Office of Planning and Research; January 10, 2005

Comment 4.01: Notice provided that City has complied with State Clearinghouse review requirements for draft environmental documents, pursuant to CEQA. No State agencies submitted comments.

Response 4.01: No response necessary.

***The following two additional letters were received after the close of the 30-day public review period on the Draft IS/EA:***

**Letter 5:** Terry Roberts, Senior Planner, State Clearinghouse, State of California Governor's Office of Planning and Research; January 20, 2005

Comment 5.01: Comment transmits January 19, 2005 letter from Caltrans, and indicates that Caltrans letter was received after the end of the state review period on the Draft IS/MND, which closed on January 7, 2005. The commenter explains that CEQA does not require lead agencies to respond to late comments, but encourages lead agencies to "incorporate these additional comments into your final environmental document."

Response 5.02: Comment acknowledged. Please see Letter 6 comments and responses which follow.

**Letter 6:** Timothy C. Sable, District Branch Chief, State of California Department of Transportation (Caltrans); January 19, 2005

**Comment 6.01:** The commenter requests that the lead agency provide the traffic analysis, dated December 2004, mentioned on page 3-36 of the Draft IS/EA.

**Response 6.01:** In response to this comment, City staff has forwarded a copy of the full December 2004 traffic analysis to the commenter.

**Comment 6.02:** The commenter requests that project effects on intersections along Encinal Street (State Route 61) be evaluated.

**Response 6.02:** Based on the IS/EA initial traffic analysis screening exercise, it was determined that the project would not have a significant impact on these intersections.

**ATTACHMENT 1**

**REVISIONS TO THE DRAFT IS/EA**



### 3.4 ENVIRONMENTAL IMPACTS

#### 3.4.1 Aesthetics. *Would the project:*

- a. Have a substantial adverse effect on a scenic vista?

Answer: LESS-THAN-SIGNIFICANT IMPACT

Explanation: The project site and vicinity are designated for relatively intensive urban development in the City of Alameda General Plan and are already substantially urbanized. The project would not have a substantial adverse effect on a scenic vista. Other than the surrounding views of the massive, Art Deco, Alameda Theater structure, there are no identified scenic vistas through the project site towards onsite or surrounding visual features. Project impacts on the visual quality of the Alameda Theater and the remainder of the project site and surroundings, are further described under items b, c and d below.

- b. Substantially damage scenic resources, including, but not limited to, trees, rock outcroppings, and historic buildings within a state scenic highway?

Answer: POTENTIALLY SIGNIFICANT IMPACT UNLESS MITIGATION INCORPORATED

*Note: The following impact and mitigation conclusions are excerpted from **Attachment C: Aesthetic Impacts Analysis.***

Impact AES-1: **Project Visual Compatibility Impact.** Based on independent review of the project preliminary design package, the environmental consultants, with the assistance of Carey & Co., Inc., historic preservation architects, have determined the following:

- the historic Alameda Theater structure would be used for its historic purpose with minimal change to its defining characteristics;
- the distinctive features and finishes that characterize the theater, including its Art Deco marquees, fluting and bas-relief ornamentation, would be preserved;
- the deteriorated and modified Art Deco storefronts which flank the theater entrance would be substantially repaired and restored;

## 2.2 SUMMARY OF ENVIRONMENTAL ASSESSMENT (NEPA) FINDINGS

The specific findings of the Environmental Assessment component of this joint document are included in chapter 4 and are summarized below. With the inclusion of the mitigation measures specified in this document, the project is anticipated to have no significant impact on the environment.

Environmental Factor	Project Impact
<ul style="list-style-type: none"> <li>▪ Conformance with Comprehensive Plans and Zoning</li> <li>▪ Compatibility and Urban Impact</li> <li>▪ Employment and Income Patterns</li> <li>▪ Commercial Facilities</li> <li>▪ Open Space and Recreation--Recreation</li> </ul>	Potentially beneficial
<ul style="list-style-type: none"> <li>▪ Transportation</li> <li>▪ Soil Suitability</li> <li>▪ Hazards and Nuisances including Site Safety</li> <li>▪ Noise: Contribution to Community Noise Levels</li> <li>▪ Air Quality: Contribution to Community Pollution Levels</li> <li>▪ Environmental Design: Visual Quality--Coherence, Diversity, Compatible Use and Scale</li> </ul>	Requires mitigation
<ul style="list-style-type: none"> <li>▪ All other environmental factors</li> </ul>	No impact

## 2.3 CONDITIONS OF APPROVAL (LIST OF MITIGATIONS)

The mitigations listed below represent Conditions for Approval adopted by the City of Alameda (the Lead Agency under CEQA and the Responsible Entity under NEPA) to eliminate or minimize adverse environmental impacts, pursuant to CEQA and NEPA, as amended. These conditions must be included in project contracts and other relevant documents as requirements [CEQA Guidelines section 15070, 24 CFR 58.40(d), and 40 CFR 1505.2(c)]. See chapter 3 (the CEQA Initial Study Evaluation) and chapter 4 (the NEPA Environmental Assessment) of this joint document for a more detailed explanation of these impact and mitigation findings.

**Mitigation AES-1: Project Visual Compatibility Impact.** Issuance of a Certificate of Approval by the City's Historic Advisory Board for structural alterations to the Alameda Theater with project review and comments to the Alameda Planning Board and design review and approval by the Planning Board would be required to finalize the architectural design of the proposed project. To ensure that the final, more detailed project architectural design remains consistent with pertinent City

visual and urban design policies and with state and federal historic preservation standards--i.e., the *U.S. Secretary of the Interior's Standards for Rehabilitation and Restoration*, retain an independent historic preservation professional to review the project plans and specifications for consistency with these policies and standards. The retained independent professional shall meet the *Secretary of the Interior's Proposed Historic Preservation Professional Qualification Standards (1996) for Historic Architecture, Historic Preservation Planning and/or Architectural History*. Final Historical Advisory Board certification of the structural alterations to the Alameda Theater and Planning Board approval of the project design review shall include consideration of these independent review findings and any associated design refinement recommendations. Project commitment to this mitigation measure would ensure that any adverse project visual incompatibility impacts would be reduced to a *less-than-significant level*.

**Mitigation AQ-1: Construction-Period Dust Impacts.** Reduce the severity of project demolition and construction period dust impacts by requiring implementation of the following or similar standard, BAAQMD-approved dust control measures (final list shall be determined to City satisfaction):

- (a) Periodically water all active demolition and construction areas;
- (b) Pave, periodically water, or apply (non-toxic) soil stabilizers on all exposed graded areas, unpaved access drives, unpaved parking areas, and/or unpaved staging areas at the construction site;
- (c) Sweep daily (with water sweepers) adjacent public streets and haul routes, as well as all paved access drives, parking areas, and staging areas at the construction site;
- (d) Periodically sweep (with water sweepers) any visible soil material carried onto adjacent public streets;
- (e) Cover all hauling trucks or maintain at least two feet of freeboard;
- (f) Enclose, cover, periodically water, or apply (non-toxic) soil binders to exposed stockpiles (dirt, sand, etc.);
- (g) Install sandbags or other erosion control measures to prevent silt runoff to public roadways;
- (h) During high wind periods, suspend any activities that cause visible dust plumes that cannot be controlled by watering.

Project commitment to these or a similar set of City-approved mitigation measures would reduce this impact to a *less-than-significant level*.

**Note:** The project may also result in short-term air quality impacts associated with disturbance of contaminated soils. Mitigation requirements for this potential construction period impact are described in Section 3.4.7 herein under Mitigation HAZ-2.

**Mitigation HIST-1: Potential Project Design Effects on the Historic Resources.** To assure project compliance with City policies and standards and state and federal standards pertaining to the protection of historic resources (i.e., the Secretary of the Interiors Standards), issuance of the required Certificate of Approval for the structural alterations to the Alameda Theater by the City's Historical Advisory Board, and the required final design review and approval of the entire project by the City of Alameda Planning Board, shall include consideration of an independent review of the final project plans and specifications

- the preliminary, conceptual design for the project indicates that the adjacent new cineplex structure would be visually differentiated from the original historic Alameda Theater structure by a lower building height and an exterior wall recess where the two buildings meet, and would feature compatible massing and scale;
- the preliminary, conceptual design for the project indicates that the new cineplex and parking structure additions would be designed in such a manner that if removed in the future, the essential form and integrity of the Alameda Theater would be unimpaired;
- the preliminary, conceptual design for the project indicates that the new cineplex and parking structures would include building heights, massing, setbacks, and finishes which are reflective and respective of existing historic and architecturally significant structures on the opposite sides of Central Avenue and Oak Street (i.e., the Alameda High School/Alameda Adult School building, Twin Towers Methodist Church, and Alameda Free Library);
- the preliminary, conceptual design for the project indicates that the architectural features of the new cineplex façade along Central Avenue would have an appropriate zero-lot-line relationship to the sidewalk and street; would respect, maintain and enhance the visual distinctiveness and prominence of the, historic Alameda Theater structure; would effectively enhance the desired pedestrian character of the site's Central Avenue frontage; and would be visually harmonious in height and finish (texture) with the existing, architecturally distinctive Twin Towers Methodist Church on the opposite (northwest) corner of the Oak Street and Central Avenue;
- the preliminary, conceptual design for the project indicates that the architectural features of the new parking structure façade along Oak Street would also have an appropriate zero-lot-line relationship to the sidewalk and street and would be visually harmonious in height and finish (brick veneer) with the existing Alameda Free Library structure on the opposite side of the Oak Street;
- the preliminary, conceptual design for the project indicates that the intensive zero-lot-line architectural elements of the new cineplex structure and new parking structure, including their ground floor retail storefronts, would serve to balance the affected Central Avenue and Oak Street streetscapes, visually unify the block, create an appropriate sense of place around

the Alameda Theater, and introduce needed visual cohesiveness within the block and between the block and surrounding downtown blocks;

- the preliminary, conceptual design for the project indicates that the project exterior design concept appears to be generally consistent with City-adopted visual and urban design policies for the Downtown and Park Street area; and

- the preliminary, conceptual design for the project indicates that the project preliminary exterior design concept appears to be in compliance with *U.S. Secretary of the Interior's Standards for Rehabilitation and Restoration*, including standards pertaining to preserving the visual and historic integrity of the onsite Alameda Theater, and standards pertaining to protection of surrounding historic and potentially historic resources.

It appears that the current conceptual project design would have a positive (beneficial) visual impact in improving the visual compatibility of the project site, and in general, would visually enhance the surrounding Central Avenue and Oak Street streetscapes, as well as the overall Park Street Historic Commercial District east of the project site. The preliminary design concept appears to be consistent with applicable City of Alameda General Plan policies pertaining to Downtown visual, aesthetic and urban design factors, and with applicable *U.S. Secretary of the Interior's Standards for Rehabilitation and Restoration*. Specifically, the current conceptual design includes building heights, scales, and setbacks which are compatible with opposite streetscapes and the adjacent Park Street Historic Commercial District, as well as building placement, height, scale, massing, materials and finishes which appear to be visually sensitive and compatible with the Alameda Theater and surrounding historic and potentially historic structures.

Nevertheless, until the project architectural details are finalized, and these preliminary conclusions can be verified by the City of Alameda Historical Advisory Board and City of Alameda Planning Board during the City-required discretionary review process, it is assumed that the project final architectural design may have a *potentially significant adverse visual compatibility impact*.

Explanation: See **Attachment C: Aesthetic Impact Analysis**, for a more detailed explanation of the Impact AES-1 finding above and Mitigation AES-1 finding below.

Mitigation AES-1: Issuance of a Certificate of Approval by the City's Historic Advisory Board for structural alterations to the Alameda Theater with project review and comments to the Alameda Planning Board and design review and approval by the Planning Board would be required to finalize the architectural design of the proposed project. To ensure that the final, more detailed project architectural design remains consistent with pertinent City visual and urban design policies and with state and federal historic preservation standards--i.e., the *U.S. Secretary of the Interior's Standards for Rehabilitation and Restoration*, retain an independent historic preservation professional to review the project plans and specifications for consistency with these policies and standards. The retained independent professional shall meet the *Secretary of the Interior's Proposed Historic Preservation Professional Qualification Standards (1996) for Historic Architecture, Historic Preservation Planning and/or Architectural History*. Final Historical Advisory Board certification of the structural alterations to the Alameda Theater and Planning Board approval of the project design review shall

*Preserving, Rehabilitating, Restoring and Reconstructing Historic Buildings.* An independent Section 106 review by Carey & Co., historic preservation architects (**Attachment D**), concludes that the preliminary theater rehabilitation design plans (October 2004) comply with the Secretary of the Interior's standards and their its effects would therefore be less than adverse and in most cases beneficial, with overall positive impacts on the Alameda Theater historic resource. In addition, the Carey & Co. review has determined that the proposed project, including the new cineplex and parking structure components, would not have an adverse effect on the Park Street Historic Commercial District, and would not have an adverse effect on other identified and potential historic resources surrounding the project site.

However, review of final project design details and specifications would be necessary to ensure that the final design of the theater rehabilitation/restoration and adjacent cineplex and parking structure components continues to comply with the Secretary of the Interior's standards. Therefore, until the project achieves design review approval by the City of Alameda Planning Board, based in part on review and comment by the Historical Advisory Board and the findings and recommendations of an independent professional engaged in preservation--i.e., is determined by the Planning Board to be consistent with City-adopted standards for design review and with applicable Secretary of the Interior standards for historic rehabilitation and restoration, it is assumed that the project may have a *significant adverse effect* on the historic Alameda Theater.

**Explanation:** The proposed project includes the historic rehabilitation of the existing 1932 Art Deco style Alameda Theater structure to create a restored, 500-seat cinema, and construction of a new cineplex, retail, and parking structure adjacent to the restored theater structure. The Alameda Theater is a locally-listed Alameda Historic Monument (1975) and is listed in the National Register of Historic Places (NRHP) as a contributing structure within the National-register listed Park Street Historic Commercial District (see Figure 3 in Attachment A). HUD BEDI grant funds and HUD Section 108 loan guarantee funds are being requested by the City to help finance the parking structure component of the project (see page 4-1 of this document). Section 106 of the NHPA requires federal agencies to review and consider the impacts of their undertakings, including grants and loans, on historic properties. Pursuant to this requirement, an independent Section 106 review of the potential impacts of the proposed project on the Alameda Theater, other surrounding historic resources, and the Park Street Historic Commercial District, has been completed by Carey & Co., historic preservation architects, under contract to the environmental documentation authors, Wagstaff and Associates. A Draft version of the Carey & Co. Section 106 report is attached to this environmental document as **Attachment D**. The Impact HIST-1 finding above and Mitigation HIS-1 finding below are

derived from Attachment D. Please refer to Attachment D for explanatory details. (In particular, see Attachment D, pages 44 through 50.)

**Mitigation HIST-1:** To assure project compliance with City policies and standards and state and federal standards pertaining to the protection of historic resources (i.e., the Secretary of the Interiors Standards), issuance of the required Certificate of Approval for the structural alterations to the Alameda Theater by the City's Historical Advisory Board, and the required final design review and approval of the entire project by the City of Alameda Planning Board, shall include consideration of an independent review of the final project plans and specifications by a professional engaged in historic preservation. The review professional shall meet the *Secretary of the Interior's Proposed Historic Preservation Professional Qualification Standards (1996) for Historic Architecture, Historic Preservation Planning, and/or Architectural History*. Project commitment to this mitigation measure would reduce this impact to a *less-than-significant level*.

**Impact HIST-2:** **Potential Project Construction Period Effects on the Historic Alameda Theater.** Carey & Company has also concluded that construction of the new cineplex and parking structure foundations and walls, and other project construction activities including operation of equipment and storage of materials, could have an adverse effect on the existing historic Alameda Theater resource. In particular, operation of construction equipment and storage of construction materials could potentially damage the west elevation (Central Avenue frontage) of the existing historic theater, representing a *potentially significant adverse impact*. The Carey & Company review has also concluded that the proposed demolition of the Video Maniacs commercial/retail structure would take place far enough away from the existing historic theater so that this activity would not cause direct effects to the theater.

**Mitigation HIST-2:** As part of the formal agreement with the project sponsor, the project demolition and construction manager(s) shall include provisions in the project demolition and construction specifications, subject to review and approval by the City, establishing a training program for construction workers emphasizing the importance of protecting historic resources. The provisions shall include directions on being careful when working around and operating equipment near the Alameda Theater; taking reasonable means to minimize vibration from demolition and excavation; and watching, being aware of and reporting to the project sponsor any potential actions or problems that could adversely affect the historic theater or other historic resources in the area. Project commitment to this mitigation measure would reduce this impact to a *less-than-significant level*.



(large parking structure). Because this disruption would occur for short durations and only at a few select locations in Downtown, it would not be considered a significant transportation impact.

**3.4.16 Utilities and Service Systems.** *Would the project:*

- a. Exceed wastewater treatment requirements of the applicable Regional Water Quality Control Board?

Answer: LESS-THAN-SIGNIFICANT IMPACT

Explanation: Due to the intensification of use at the site, development of the proposed project would incrementally increase the demand for water and sewer service. The City of Alameda Public Works Department has confirmed that there is available wastewater capacity within Subbasin 94E that is reserved for this project.

Any necessary local sanitary sewer system improvements would be required to be incorporated into the project design to City and EBMUD satisfaction. The City would require that any existing sanitary sewer pipes not requiring replacement be inspected, and any inflow and infiltration from open joints, broken pipes, etc., be rehabilitated by means acceptable to the City Engineer (e.g., slip lining, pipe bursting, replacement, inversion lining).

- b. Require or result in the construction of new water or wastewater treatment facilities or expansion of existing facilities, the construction of which could cause significant environmental effects?

Answer: LESS-THAN-SIGNIFICANT IMPACT

Explanation: Existing municipal sewer mains are located under the adjacent roadway system, sized to serve commercial buildout and full occupancy of the project block under current zoning. In accordance with standard City procedure, the project would be required to provide sanitary sewer calculations that compare total projected peak flows with historical (i.e., previous full occupancy) peak flows, and to incorporate any necessary local sanitary sewer improvements into the project design to City satisfaction. Although there would be an increase in average daily wastewater flow over the current amount from the project site due to the addition of the cineplex and new retail uses, the project would not be expected to require the construction of new wastewater collection or treatment facilities, or the expansion of existing wastewater treatment facilities.

## STATUTORY CHECKLIST

[24 CFR §58.5] Record the determinations made regarding each listed statute, executive order or regulation. Provide appropriate source documentation. [Note reviews or consultations completed as well as any applicable permits or approvals obtained or required. Note dates of contact or pages references.] Provide compliance or consistency documentation. Attach additional material as appropriate. Note conditions, attenuation or mitigation measures required.

Factors	Determination and Compliance Documentation
<b>Historic Preservation</b> [36 CFR 800]	<p>Compliance steps (Conditions of Approval) have been identified. The proposed project includes the historic rehabilitation of the existing 1932 Art Deco style Alameda Theater structure to create a restored, 500-seat cinema, plus construction of a new cineplex, retail, and parking structure adjacent to the restored theater structure. The Alameda Theater is a locally-listed Alameda Historic Monument (1975) and is listed in the National Register of Historic Places (NRHP) as a contributing structure to the adjacent National-register listed Park Street Historic Commercial District (see Figure 3 in Attachment A). HUD Section 108 loan guarantee funds and BEDI grant funds are being requested by the City to help finance the parking structure component of the project. Pursuant to Section 106 of the National Historic Preservation Act (NHPA), an independent Section 106 review of the potential impacts of the proposed project on the Alameda Theater, other surrounding historic resources, and the Park Street Historic Commercial District, has been completed by Carey &amp; Co., historic preservation architects, under contract to the environmental documentation authors, Wagstaff and Associates. The Carey &amp; Co. Section 106 report is attached to this environmental document as <b>Attachment D</b>.</p> <p>The existing Alameda Theater building would be rehabilitated and returned to its original use as a theater. The proposed rehabilitation is intended to comply with the <i>U.S. Secretary of the Interior's Standards for the Treatment of Historic Properties and Guidelines for Preserving, Rehabilitating, Restoring and Reconstructing Historic Buildings</i>. The independent Section 106 review by Carey &amp; Co. concluded that the preliminary theater rehabilitation design concept (October 2004), and the preliminary design concept for the adjacent new cineplex and parking structure components, comply with the Secretary of the Interior's standards and their potential effects on the historic Alameda Theater structure are therefore less than adverse and in most cases beneficial, with overall positive impacts on the historic resource. In addition, the Carey &amp; Co. review has determined that the proposed project preliminary design concept,</p>

	<p>including the preliminary design concept for the new cineplex and parking structure components, would not have an adverse effect on the Park Street Historic Commercial District, and would not have an adverse effect on other identified and potential historic resources surrounding the project site.</p> <p>However, review of final project design details and specifications will ultimately be necessary to ensure that the final design of the theater rehabilitation/restoration and adjacent cineplex and parking structure components continues to comply with the Secretary of the Interior's standards and this potential impact would not be significant. With implementation of mitigation <b>HIST-1</b>, project compliance with City policies and standards and state and federal standards pertaining to the protection of historic resources (i.e., the Secretary of the Interiors Standards) would be assured and this potential impact would not be significant. For the text of this mitigation measure, see section 2.3, "Conditions of Approval," on page 2-3 of this document.</p> <p>The independent Section 106 review by Carey &amp; Co. has also concluded that construction of the new cineplex and parking structure foundations and walls, and other project construction activities, including operation of construction equipment and storage of construction materials, could have an adverse effect on the existing historic Alameda Theater resource. In particular, operation of construction equipment and storage of construction materials could potentially damage the west elevation (Central Avenue frontage) of the existing historic theater. With implementation of mitigation measure <b>HIST-2</b>, this potential impact would not be significant. For the text of this mitigation measure, see section 2.4, "Conditions of Approval," on page 2-4 of this document.</p> <p>The independent Section 106 review by Carey &amp; Co. has also concluded that the proposed demolition of the Video Maniacs commercial/retail structure would take place far enough away from the existing historic theater so that this activity would not cause direct effects to the theater.</p> <p>The mitigation measures described above have been incorporated into the project Conditions of Approval (see section 2.3 herein) to ensure project compliance with 36 CFR 800.</p>
<b>Floodplain Management</b> [24 CFR 55, Executive Order 11988]	Compliance steps are not invoked. The project does not involve property acquisition, land management, construction or improvement within a 100 year floodplain (Zones A or V) or 500 year floodplain (Zone B) identified on a Federal

		<p>services in Alameda and would not require additional solid waste management facilities. Project construction has the potential to generate solid waste, especially from demolition of the existing Video Maniacs building and removal of demolition debris associated with the Alameda Theater rehabilitation. However, this increase in solid waste would not be expected to significantly affect existing landfill capacity. Construction waste would be disposed of in accordance with the provisions of Municipal Code Chapter XXI (Integrated Waste Management System). Therefore, project construction will not significantly impact solid waste management.</p>
Waste Water	1	<p>Due to the intensification of use at the site, development of the proposed project would incrementally increase the demand for sewer service. The City of Alameda Public Works Department has confirmed that there is available wastewater capacity within Subbasin 94E that is reserved for this project.</p> <p>Any necessary local sanitary sewer system improvements would be required to be incorporated into project design to City and EBMUD satisfaction.</p> <p>Existing municipal sewer mains are located under the adjacent roadway system, sized to serve commercial buildout and full occupancy of the project block under current zoning. In accordance with standard City procedure, the project would be required to provide sanitary sewer calculations that compare total projected peak flows with historical (i.e., previous full occupancy) peak flows, and to incorporate any necessary local sanitary sewer improvements into project design to City satisfaction. Although the proposed cineplex and retail uses would increase wastewater flows from the site over current flows, the project would not require the construction of new wastewater collection or treatment facilities, or the expansion of existing wastewater treatment facilities.</p>
Storm Water	1	<p>Currently, the project site is entirely covered with structures or surface parking (asphalt paving). The project would not substantially change (increase or decrease) the proportion</p>

**ATTACHMENT 2**

**VERBATIM LETTERS RECEIVED DURING  
AND AFTER THE 30-DAY PUBLIC REVIEW  
PERIOD FOR THE DRAFT IS/EA**

## MONIKA SLAY PITCHFORD

1

December 21, 2004

To the City of Alameda Planning and Building Department:

I am writing to share my comments on the proposed expansion of Alameda Theater.

I do not support the extension because I do not think it is a good use of city funds. I do not believe the island can support a seven or eight screen multiplex. I predict after the initial rush of excitement for a new project, the theater will stand empty and we will wonder what we were thinking when we spent the money on the extension. I do support refurbishing the existing theater, however I think the project should stop there.

1.01

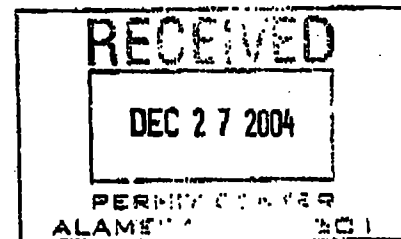
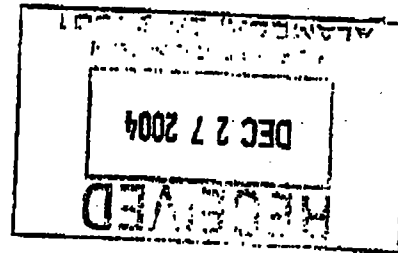
If the extension of the theater does take place, I am horrified by the ugly design of the building. What is the idea behind huge blank box? Is this a serious proposal? It is hideous! If we *must* extend the theater, why not mimic the design of the existing theater so that the new building blends in with the old one? This large flat box of a building is one of the ugliest designs I have ever seen and I would be ashamed if our city built it. Please consider finding new architects as the ones you are using now have terrible taste.

1.02

Thank you,



Monika Slay Pitchford





December 30, 2004

Cynthia Eliason, Supervising Planner  
City of Alameda Planning and Building Department  
2263 Santa Clara Avenue, Room 190  
Alameda, CA 94501

Dear Ms. Eliason:

Re: Notice of Intent to Adopt a Negative Declaration of Environmental Significance  
with Mitigation Measures for Alameda Theater, Cineplex and Parking Structure  
Project, Alameda

East Bay Municipal Utility District (EBMUD) appreciates the opportunity to comment on the Mitigated Negative Declaration for the Alameda Theater, Cineplex and Parking Structure Project located in the City of Alameda (City). EBMUD has the following comments.

#### **WATER SERVICE**

EBMUD's Central Pressure Zone, with a service elevation range between 0 and 100 feet, provides water service to the existing property, with site elevations ranging between approximately 29 feet and 30 feet. If additional water service is needed, including water service for fire sprinkler protection, the project sponsor should contact EBMUD's New Business Office and request a water service estimate to determine costs and conditions for providing additional water service to the proposed development. Engineering and installation of water services requires substantial lead-time, which should be provided for in the project sponsor's development schedule.

#### **WASTEWATER SERVICE**

EBMUD's Main Wastewater Treatment Plant is anticipated to have adequate dry weather capacity to treat the proposed wastewater flow from this project, provided this wastewater meets the standards of EBMUD's Environmental Services Division. However, the City's Infiltration/Inflow (I/I) Correction Program set a maximum allowable peak wastewater flow from each subbasin within the City and EBMUD agreed to design and construct wet weather conveyance and treatment facilities to accommodate these flows. EBMUD prohibits discharge of wastewater flows above the allocated peak flow for a subbasin because conveyance and treatment capacity for wet weather flows may be adversely impacted by flows above this agreed limit. The project sponsor for this project needs to confirm with the City's Public Works Department that there is available capacity within the subbasin flow allocation and that it has not been allocated to other

Cynthia Eliason, Supervising Planner  
December 30, 2004  
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2

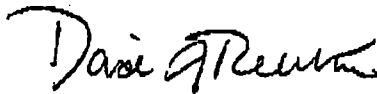
developments. It is not possible to make the determination that the increased demand would be less-than-significant without having this confirmation from the City. The projected peak wet weather wastewater flows from this project need to be determined to assess the available capacity within the subbasin and confirmation included in the Mitigated Negative Declaration. Suggested language to include in the Mitigated Negative Declaration is as follows: "The City of Alameda Public Works Department has confirmed that there is available wastewater capacity within Subbasin (*insert subbasin number here*) that is reserved for this project."

On page 3-44 under Utilities and Service Systems, the Mitigated Negative Declaration states that the project will address the replacement or rehabilitation of the existing on-site sanitary sewer collection system as directed by the City to prevent an increase in I/I. Please remove the words "on-site", as there may be new or rehabilitated sanitary sewers that are not on site but will still be required by the City. This approach for I/I correction is acceptable to EBMUD.

2.03

If you have any questions concerning this response, please contact David J. Rehnstrom, Senior Civil Engineer, Water Service Planning, at (510) 287-1365.

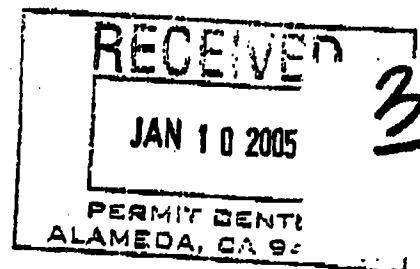
Sincerely,



*for* WILLIAM R. KIRKPATRICK  
Manager of Water Distribution Planning

WRK:ARC:sb  
sb04\_405.doc





January 10, 2005

Ms. Cynthia Eliason, Supervising Planner  
City of Alameda Planning and Building Department  
2263 Santa Clara Avenue  
Alameda, CA. 94501

**Subject: Draft Initial Study/Environmental Assessment for Alameda Theater,  
Cineplex and Parking Structure.**

Dear Ms. Eliason:

The draft Initial Study/Environmental Assessment (IS/EA) makes repeated reference to the visual simulations (Figures 9 and 10 of IS/EA Attachment A and Figures 9 and 10 of Appendix E to Attachment D) and conceptual architectural elevations (Figures 7 and 8 of IS/EA Attachment A) of the new cineplex and parking garage structures and reaches various conclusions concerning the aesthetic and cultural resources impacts of the new structures based on the simulations and elevations. These conclusions are in turn based on conclusions presented in the Aesthetic Impact Analysis and Historic Resources Impact Findings for the project (Attachments C and D to the IS/EA).

The Alameda Architectural Preservation Society (AAPS) believes that it is inappropriate to use the visual simulations and elevations, as presented, as the basis for these conclusions. The simulations and elevations show a degree of architectural refinement that is premature given that the actual City review process for these designs has not yet started and that the garage architect has not even been selected. Moreover, the facades shown on the simulations and the elevations are not the same, so it is not clear which design treatment is being evaluated. 3.01

While AAPS agrees with the IS/EA's conclusion that the height, massing and setbacks of these structures will not adversely affect surrounding historic properties, we do not agree with this conclusion with respect to "finishes", detailing (or lack thereof), "architectural features", "current conceptual project design" and "project exterior design". More specifically, we are concerned over the highly Modernistic architecture used for the structures and the expansive windowless and generally undifferentiated upper wall surfaces of the cineplex's corner block containing Cinema Nos. 4, 7 and 8 and do not agree with the IS/EA's conclusion that these features are "compatible" with neighboring historic properties.

P.O. Box 1677  
Alameda, CA 94501  
510-986-9232

While we understand that under the Secretary of the Interior's Standards the new cineplex must be "differentiated" from the existing historical Alameda Theater and not convey an image of "false historicism", it is not our understanding that the design must be as modernistic as depicted in the simulations and elevations.

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We also recognize that the upper floor occupancy of the corner block by theaters will not allow windows but believe that there needs to be a higher degree of articulation on these surfaces so they do not present a blank wall. The windowless upper elevation of the Alameda Theater itself is a highly successful example of such articulation.

We are concerned that the inclusion of the simulations and exterior elevations in the IS/EA in effect puts these designs "on the table" for discussion and that they may set the tone for the actual design, even though City staff indicates that this is not intended to be the case and that the Historical Advisory Board and Planning Board will provide input on the overall design approach before actual design work will begin.

AAPS therefore requests:

1. That the visual simulations and elevations be simplified so that they are much more schematic, do not look like actual buildings and show only the proposed structures' height, massing and setbacks and delete fenestration, other openings, detailing and implied surface materials and textures.
2. That the IS/EA text delete all references to "architectural features", "finishes", "exterior design", "architectural details" and "project design" with respect to the cineplex and parking structures and that these text changes be as specifically shown in Attachment A (consisting of marked-up IS/EA pages showing specific text changes) to this letter. The Attachment A changes should also probably be reflected in the Aesthetic Impact Analysis and Historic Resources Impact Findings (Attachments C and D to the IS/EA).

As an alternative to the above approach, the simulations and elevations and all text referring to them could be deleted entirely and that mitigation of potential aesthetic and cultural resource impacts be as set forth in Mitigations (or Conditions of Approval) AES-1 and HST-1, which present the process for developing the actual design, including hiring an independent historic preservation professional to review the project plans for consistency with City, State and Federal policies and standards, including the Secretary of the Interior's Standards.

Finally, we request that we be given an opportunity to review and comment on the process for hiring the garage architect and the independent historic preservation professional.

Thank you for the opportunity to comment. Please contact me at 523-0411 or [cbuckley@alamedanet.net](mailto:cbuckley@alamedanet.net) if you would like to discuss these comments. For U.S. mail,

please use my address at 1017 San Antonio Avenue, Alameda, CA. 94501, rather than the AAPS post office box.

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Sincerely,

  
Christopher Buckley, Chair  
Preservation Action Committee

Attachment A: Marked-up pages from the Draft IS/EA.

cc: AAPS Board and Preservation Action Committee members

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**ATTACHMENT A: MARKED-UP PAGES FROM THE DRAFT INITIAL  
STUDY/ENVIRONMENTAL ASSESSMENT**

Wagstaff and Associates  
City of Alameda  
December 8, 2004

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## 2.2 SUMMARY OF ENVIRONMENTAL ASSESSMENT (NEPA) FINDINGS

The specific findings of the Environmental Assessment component of this joint document are included in chapter 4 and are summarized below. With the inclusion of the mitigation measures specified in this document, the project is anticipated to have no significant impact on the environment.

Environmental Factor	Project Impact
<ul style="list-style-type: none"> <li>Conformance with Comprehensive Plans and Zoning</li> <li>Compatibility and Urban Impact</li> <li>Employment and Income Patterns</li> <li>Commercial Facilities</li> <li>Open Space and Recreation—Recreation</li> </ul>	Potentially beneficial
<ul style="list-style-type: none"> <li>Transportation</li> <li>Soil Suitability</li> <li>Hazards and Nuisances including Site Safety</li> <li>Noise: Contribution to Community Noise Levels</li> <li>Air Quality: Contribution to Community Pollution Levels</li> <li>Environmental Design: Visual Quality—Coherence, Diversity, Compatible Use and Scale</li> </ul>	Requires mitigation
<ul style="list-style-type: none"> <li>All other environmental factors</li> </ul>	No impact

## 2.3 CONDITIONS OF APPROVAL (LIST OF MITIGATIONS)

The mitigations listed below represent Conditions for Approval adopted by the City of Alameda (the Lead Agency under CEQA and the Responsible Entity under NEPA) to eliminate or minimize adverse environmental impacts, pursuant to CEQA and NEPA, as amended. These conditions must be included in project contracts and other relevant documents as requirements [CEQA Guidelines section 15070, 24 CFR 58.40(d), and 40 CFR 1505.2(c)]. See chapter 3 (the CEQA Initial Study Evaluation) and chapter 4 (the NEPA Environmental Assessment) of this joint document for a more detailed explanation of these impact and mitigation findings.

Mitigation AES-1: Project Visual Compatibility Impact. Issuance of a Certificate of Approval by the City's Historic Advisory Board and design review and approval by the Alameda Planning Board would be required to finalize the architectural design of the proposed project. To ensure that the final, more detailed project architectural design remains consistent with pertinent City

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### 3.4 ENVIRONMENTAL IMPACTS

#### 3.4.1 Aesthetics. *Would the project:*

- a. Have a substantial adverse effect on a scenic vista?

Answer: LESS-THAN-SIGNIFICANT IMPACT

Explanation: The project site and vicinity are designated for relatively intensive urban development in the City of Alameda General Plan and are already substantially urbanized. The project would not have a substantial adverse effect on a scenic vista. Other than the surrounding views of the massive, Art Deco, Alameda Theater structure, there are no identified scenic vistas through the project site towards onsite or surrounding visual features. Project impacts on the visual quality of the Alameda Theater and the remainder of the project site and surroundings, are further described under items b, c and d below.

- b. Substantially damage scenic resources, including, but not limited to, trees, rock outcroppings, and historic buildings within a state scenic highway?

Answer: POTENTIALLY SIGNIFICANT IMPACT UNLESS MITIGATION INCORPORATED

*Note: The following impact and mitigation conclusions are excerpted from Attachment C: Aesthetic Impacts Analysis.*

Impact AES-1: Project Visual Compatibility Impact. Based on independent review of the project preliminary design package, the environmental consultants, with the assistance of Carey & Co., Inc., historic preservation architects, have determined the following:



~~the project would introduce needed quality architectural elements and improve the visual image of the area;~~

- the historic Alameda Theater structure would be used for its historic purpose with minimal change to its defining characteristics;
- the distinctive features and finishes that characterize the theater, including its Art Deco marquees, fluting and bas-relief ornamentation, would be preserved;
- the deteriorated and modified Art Deco storefronts which flank the theater entrance would be substantially repaired and restored;

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City of Alameda  
December 6, 2004

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- the adjacent new cineplex structure would be visually differentiated from the original historic Alameda Theater structure by a lower building height and an exterior wall recess where the two buildings meet, and would feature compatible massing, scale, and architectural features;

and

- the new cineplex and parking structure additions are designed in such a manner that if removed in the future, the essential form and integrity of the Alameda Theater would be unimpaired;

and

- the new cineplex and parking structures have been designed with building heights, massing, setbacks, and finishes which are reflective and respective of existing historic and architecturally significant structures on the opposite sides of Central Avenue and Oak Street (i.e., the Alameda High School/Alameda Adult School building, Twin Towers Methodist Church, and Alameda Free Library);

height,  
massing and  
setbacks of  
the

- the architectural features of the new cineplex façade along Central Avenue would have an appropriate zero-lot-line relationship to the sidewalk and street; would respect, maintain and enhance the visual distinctiveness and prominence of the historic Alameda Theater structure; would effectively enhance the desired pedestrian character of the site's Central Avenue frontage; and would be visually harmonious (in height and finish texture) with the existing, architecturally distinctive Twin Towers Methodist Church on the opposite (northwest) corner of the Oak Street and Central Avenue;

- the architectural features of the new parking structure façade along Oak Street would also have an appropriate zero-lot-line relationship to the sidewalk and street and would be visually harmonious (in height and finish brick veneer) with the existing Alameda Free Library structure on the opposite side of the Oak Street;

Cineplex  
and parking  
structures'  
proposed  
height, massing  
and setbacks

- the intensive zero-lot-line architectural elements of the new cineplex structure and new parking structure, including their ground floor retail storefronts, would serve to balance the affected Central Avenue and Oak Street streetscapes, visually unify the block, create an appropriate sense of place around the Alameda Theater, and introduce needed visual cohesiveness within the block and between the block and surrounding downtown blocks;

- the proposed exterior design would be consistent with City-adopted visual and urban design policies for the Downtown and Park Street area; and

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Cineplex and  
parking structure's  
proposed height, massing  
and setbacks

- the project exterior design would be in compliance with U.S. Secretary of the Interior's Standards for Rehabilitation and Restoration, including standards pertaining to preserving the visual and historic integrity of the onsite Alameda Theater, and standards pertaining to protection of surrounding historic and potentially historic resources.

These design  
elements

These design  
elements

It appears that the current conceptual project design would have a positive (beneficial) visual impact in improving the visual compatibility of the project site, and in general, would actually enhance the surrounding Central Avenue and Oak Street streetscapes, as well as the overall Park Street Historic Commercial District east of the project site. The project design appears to be consistent with applicable City of Alameda General Plan policies pertaining to Downtown visual, aesthetic and urban design factors, and with applicable U.S. Secretary of the Interior's Standards for Rehabilitation and Restoration. Specifically, the current conceptual design includes building heights, scales, and setbacks which are compatible with opposite streetscapes and the adjacent Park Street Historic Commercial District, as well as building placement, height, scale, massing, materials and finishes which appear to be visually sensitive and compatible with the Alameda Theater and surrounding historic and potentially historic structures. *is actually designed*

Nevertheless, until the project architectural details are finalized, and these preliminary conclusions can be verified by the City of Alameda Historical Advisory Board and City of Alameda Planning Board during the City-required discretionary review process, it is assumed that the project final architectural design may have a potentially significant adverse visual compatibility impact.

**Explanation:** See Attachment C: Aesthetic Impact Analysis, for a more detailed explanation of the Impact AES-1 finding above and Mitigation AES-1 finding below.

**Mitigation AES-1:** Issuance of a Certificate of Approval by the City's Historic Advisory Board and design review and approval by the Alameda Planning Board would be required to finalize the architectural design of the proposed project. To ensure that the final, more detailed project architectural design remains consistent with pertinent City visual and urban design policies and with state and federal historic preservation standards—i.e., the U.S. Secretary of the Interior's Standards for Rehabilitation and Restoration, retain an independent historic preservation professional to review the completed project plans and specifications for consistency with these policies and standards. The retained independent professional shall meet the Secretary of the Interior's Proposed Historic Preservation Professional Qualification Standards (1996) for Historic Architecture, Historic Preservation Planning and/or Architectural History. Final Historical Advisory Board and Planning Board approval of the project architectural design shall



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include consideration of these independent review findings and any associated design refinement recommendations. Project commitment to this mitigation measure would ensure that any adverse project visual incompatibility impacts would be reduced to a *less-than-significant level*.

- c. Substantially degrade the existing visual character or quality of the site and its surroundings?

Answer: POTENTIALLY SIGNIFICANT IMPACT UNLESS MITIGATION INCORPORATED

Explanation: Same as 3.4.1.b above.

- d. Create a new source of substantial light or glare which would adversely affect day or nighttime views in the area?

Answer: LESS-THAN-SIGNIFICANT IMPACT

Explanation:

The <sup>will</sup> current project conceptual design information indicates that the project ~~would~~ not involve use of any highly reflective building surfaces with potentials to create glare impacts. The project would also eliminate the high exterior luminaires now located within the onsite surface parking areas.

OR: INCLUDE AS  
MITIGATION  
MEASURE

Various illuminated aspects of the project, including the existing and new cinema marquees and the open parking garage levels, would be visible from surrounding streets. Given the existing highly urbanized, downtown commercial and civic nature of these street frontages, the project-introduced lighting effects would not be conspicuously different than other lighting already existing in the Alameda Downtown. Also, there are no surrounding residential uses, and under its normal Design Review procedures, the City routinely requires that new lighting be shielded to prevent unnecessary glare. As a result, the project would have a *less-than-significant* adverse exterior light or glare impact on existing surrounding activities and uses.

**3.4.2 Agricultural Resources.** *(In determining whether impacts to agricultural resources are significant environmental effects, lead agencies may refer to the California Agricultural Land Evaluation and Site Assessment Model (1997) prepared by the California Dept. of Conservation as an optional model to use in assessing impacts on agriculture and farmland.)*  
Would the project:

- a. Convert Prime Farmland, Unique Farmland, or Farmland of Statewide Importance (Farmland), as shown on the maps prepared pursuant to the Farmland Mapping and Monitoring Program of the California Resources Agency, to non-agricultural use?

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City of Alameda  
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height, massing  
and setbacks  
of the

CHARLIE CAREY & CO.  
REPORT AS  
NECESSARY TO  
ACHIEVE CONSISTENCY  
WITH THIS CONCLUSION

(compliance)

and surrounding  
historic and  
potentially historic  
properties.

*Preserving, Rehabilitating, Restoring and Reconstructing Historic Buildings.* An independent Section 106 review by Carey & Co., historic preservation architects (Attachment D), concludes that the preliminary theater rehabilitation design plans (October 2004) comply with the Secretary of the Interior's standards and their effects would therefore be less than adverse and in most cases beneficial, with overall positive impacts on the Alameda Theater historic resource. In addition, the Carey & Co. review has determined that the proposed project, including the new cineplex and parking structure components, would not have an adverse effect on the Park Street Historic Commercial District, and would not have an adverse effect on other identified and potential historic resources surrounding the project site.

However, review of final project design details and specifications would be necessary to ensure that the final design of the theater rehabilitation/restoration and adjacent cineplex and parking structure components ~~(continue to comply)~~ with the Secretary of the Interior's standards. Therefore, until the final project design achieves design review approval by the City of Alameda Historical Advisory Board and Planning Board, based in part on the findings and recommendations of an independent professional engaged in preservation—i.e., is determined by the two Boards to be consistent with City-adopted standards for design review and with applicable Secretary of the Interior standards for historic rehabilitation and restoration, it is assumed that the project may have a significant adverse effect on the historic Alameda Theater.

#### Explanation:

The proposed project includes the historic rehabilitation of the existing 1932 Art Deco style Alameda Theater structure to create a restored, 500-seat cinema, and construction of a new cineplex, retail, and parking structure adjacent to the restored theater structure. The Alameda Theater is a locally-listed Alameda Historic Monument (1975) and is listed in the National Register of Historic Places (NRHP) as a contributing structure within the National-register listed Park Street Historic Commercial District (see Figure 3 in Attachment A). HUD BEDI grant funds and HUD Section 108 loan guarantee funds are being requested by the City to help finance the parking structure component of the project (see page 4-1 of this document). Section 106 of the NHPA requires federal agencies to review and consider the impacts of their undertakings, including grants and loans, on historic properties. Pursuant to this requirement, an independent Section 106 review of the potential impacts of the proposed project on the Alameda Theater, other surrounding historic resources, and the Park Street Historic Commercial District, has been completed by Carey & Co., historic preservation architects, under contract to the environmental documentation authors, Wagstaff and Associates. A Draft version of the Carey & Co. Section 106 report is attached to this environmental document as Attachment D. The Impact HIST-1 finding above and Mitigation HIS-1 finding below are

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## STATUTORY CHECKLIST

[24 CFR §58.5] Record the determinations made regarding each listed statute, executive order or regulation. Provide appropriate source documentation. [Note reviews or consultations completed as well as any applicable permits or approvals obtained or required. Note dates of contact or pages references.] Provide compliance or consistency documentation. Attach additional material as appropriate. Note conditions, attenuation or mitigation measures required.

Factors	Determination and Compliance Documentation
<b>Historic Preservation</b> [36 CFR 800]	<p>Compliance steps (Conditions of Approval) have been identified. The proposed project includes the historic rehabilitation of the existing 1932 Art Deco style Alameda Theater structure to create a restored, 500-seat cinema, plus construction of a new cineplex, retail, and parking structure adjacent to the restored theater structure. The Alameda Theater is a locally-listed Alameda Historic Monument (1975) and is listed in the National Register of Historic Places (NRHP) as a contributing structure to the adjacent National-register listed Park Street Historic Commercial District (see Figure 3 in Attachment A). HUD Section 108 loan guarantee funds and BEDI grant funds are being requested by the City to help finance the parking structure component of the project. Pursuant to Section 106 of the National Historic Preservation Act (NHPA), an independent Section 106 review of the potential impacts of the proposed project on the Alameda Theater, other surrounding historic resources, and the Park Street Historic Commercial District, has been completed by Carey &amp; Co., historic preservation architects, under contract to the environmental documentation authors, Wagstaff and Associates. The Carey &amp; Co. Section 106 report is attached to this environmental document as Attachment D.</p> <p>The existing Alameda Theater building would be rehabilitated and returned to its original use as a theater. The proposed rehabilitation is intended to comply with the <i>U.S. Secretary of the Interior's Standards for the Treatment of Historic Properties and Guidelines for Preserving, Rehabilitating, Restoring and Reconstructing Historic Buildings</i>. The independent Section 106 review by Carey &amp; Co. concluded that the preliminary theater rehabilitation design plans (October 2004), and the preliminary design for the adjacent new cineplex and parking structure components, comply with the Secretary of the Interior's standards and their potential effects on the historic Alameda Theater structure are therefore less than adverse and in most cases beneficial, with overall positive impacts on the historic resource. In addition, the Carey &amp; Co. review has determined that the proposed project preliminary design,</p>

height, massing  
and setbacks  
of

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height, massing  
and setbacks of

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	<p>including the preliminary design for the new cineplex and parking structure components, would not have an adverse effect on the Park Street Historic Commercial District, and would not have an adverse effect on other identified and potential historic resources surrounding the project site.</p> <p>However, review of final project design <sup>(the)</sup> details and specifications will ultimately be necessary to ensure that the final design of the theater rehabilitation/restoration and adjacent cineplex and parking structure components <del>continues to comply</del> with the Secretary of the Interior's standards and this potential impact would not be significant. With implementation of mitigation HIST-1, project compliance with City policies and standards and state and federal standards pertaining to the protection of historic resources (i.e., the Secretary of the Interiors Standards) would be assured and this potential impact would not be significant. For the text of this mitigation measure, see section 2.3, "Conditions of Approval," on page 2-3 of this document.</p> <p>The independent Section 106 review by Carey &amp; Co. has also concluded that construction of the new cineplex and parking structure foundations and walls, and other project construction activities, including operation of construction equipment and storage of construction materials, could have an adverse effect on the existing historic Alameda Theater resource. In particular, operation of construction equipment and storage of construction materials could potentially damage the west elevation (Central Avenue frontage) of the existing historic theater. With implementation of mitigation measure HIST-2, this potential impact would not be significant. For the text of this mitigation measure, see section 2.4, "Conditions of Approval," on page 2-4 of this document.</p> <p>The independent Section 106 review by Carey &amp; Co. has also concluded that the proposed demolition of the Video Maniacs commercial/retail structure would take place far enough away from the existing historic theater so that this activity would not cause direct effects to the theater.</p> <p>The mitigation measures described above have been incorporated into the project Conditions of Approval (see section 2.3 herein) to ensure project compliance with 36 CFR 800.</p>
<p><b>Floodplain Management</b> (24 CFR 55, Executive Order 11988)</p>	<p>Compliance steps are not invoked. The project does not involve property acquisition, land management, construction or improvement within a 100 year floodplain (Zones A or V) or 500 year floodplain (Zone B) identified on a Federal</p>

complies

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	<p>preservation architects, has determined the following:</p> <ul style="list-style-type: none"> <li><del>the project would introduce needed quality architectural elements and improve the visual image of the area;</del></li> <li>the historic Alameda Theater structure would be used for its historic purpose with minimal change to its defining characteristics;</li> <li>the distinctive features and finishes that characterize the theater, including its Art Deco marquees, fluting and bas-relief ornamentation, would be preserved;</li> <li>the deteriorated and modified Art Deco storefronts which flank the theater entrance would be substantially repaired and restored;</li> <li>the adjacent new cineplex structure would be visually differentiated from the original Alameda Theater structure by a lower building height and an exterior wall recess where the two buildings meet, and would feature compatible massing, scale and architectural features;</li> <li>the new cineplex and parking structure additions are designed in such a manner that if removed in the future, the essential form and integrity of the Alameda Theater would be unimpaired;</li> <li>the new cineplex and parking structures have been designed with building heights, massing, setbacks, and setbacks which are reflective and respective of existing historic and architecturally significant structures on the opposite sides of Central Avenue and Oak Street (i.e., the Alameda High School/Alameda Adult School building, Twin Towers Methodist Church, and Alameda Free Library);</li> </ul>
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and

and

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<p>height, massing and setbacks of the</p>	<ul style="list-style-type: none"> <li>the architectural features of the new cineplex facade along Central Avenue would have an appropriate zero-lot-line relationship to the sidewalk and street; would respect, maintain and enhance the visual uniqueness and prominence of the historic Alameda Theater structure; would effectively enhance the desired pedestrian character of the site's Central Avenue frontage; and would be visually harmonious in height and finish (texture) with the existing, architecturally distinctive Twin Towers Methodist Church on the opposite (northwest) corner of the Oak Street and Central Avenue;</li> </ul>
	<ul style="list-style-type: none"> <li>the architectural features of the new parking structure facade along Oak Street would also have an appropriate zero-lot-line relationship to the sidewalk and street and would be visually harmonious in height and finish (brick veneer) with the existing Alameda Free Library structure in the opposite side of the Oak Street;</li> </ul>
<p>Cineplex and parking structures proposed height, massing and setbacks</p>	<ul style="list-style-type: none"> <li>the intensive zero-lot-line architectural elements of the new cineplex structure and new parking structure, including their ground floor retail storefronts, would serve to balance the affected Central Avenue and Oak Street streetscapes, visually unify the block, create an appropriate sense of place around the Alameda Theater, and introduce needed visual cohesiveness within the block and between the block and surrounding downtown blocks;</li> <li>the project exterior design would be consistent with City-adopted visual and urban design policies for the Downtown and Park Street area; and</li> <li>the project exterior design would be in compliance with U.S. Secretary of the Interior's Standards for Rehabilitation and Restoration, including standards</li> </ul>

Wegstaff and Associates  
City of Alameda  
December 8, 2004

Draft MND/MFONSI  
Alameda Theater, Cinplex and Parking Structure Project  
Page 4-24

		<p>pertaining to preserving the visual and historic integrity of the onsite Alameda Theater, and standards pertaining to protection of surrounding historic and potentially historic resources.</p>
<p>Cinplex and parking structures proposed height, massing and setbacks</p>		<p>It appears that the <del>current conceptual project design</del> would have a positive (beneficial) visual impact in improving the visual compatibility of the project site, and in general, would visually enhance the surrounding Central Avenue and Oak Street streetscapes, as well as the overall Park Street Historic Commercial District east of the project site. The project design appears to be consistent with applicable City of Alameda General Plan policies pertaining to Downtown visual, aesthetic and urban design factors, and with applicable U.S. Secretary of the Interior's Standards for Rehabilitation and Restoration. Specifically, the <del>current conceptual design includes building heights, scales, and setbacks which are compatible with opposite streetscapes and the adjacent Park Street Historic Commercial District, as well as building placement, height, scale, massing, materials and finishes which appear to be visually sensitive and compatible with the</del> Alameda Theater and surrounding historic and potentially historic structures.</p>
<p>These design elements</p>		
<p>These design elements</p>		
<p>is actually designed</p>		<p>Nevertheless, until the project architectural details are finalized, and these preliminary conclusions can be verified by the City of Alameda Historical Advisory Commission and City of Alameda Planning Board during the City-required discretionary review process, it is assumed that the project final architectural design may have an adverse environmental design impact. With implementation of mitigation measure AES-1, this potential impact would not be significant. For the text of this mitigation measure, see section 2.3, "Conditions of Approval," on page 2-2 of this document. For additional discussion of project environmental design and visual quality implications, including this mitigation finding, please see Attachment C: Aesthetic Impact Analysis.</p>



Wagstaff and Associates  
City of Alameda  
December 6, 2004

Draft MND/MFONS  
Alameda Theater, Cineplex and Parking Structure Project  
Page 4-25

3  
1

Socioeconomic	Code	Source of Documentation
Demographic Character Changes	1	The proposed project would include no housing component. The project would continue and expand existing and planned for commercial uses at the Downtown site at a scale which would not be expected to induce substantial incremental population growth in the area, either directly or indirectly.
Displacement	1	No housing would be displaced with project implementation. For any existing business displacement which may result from the project, relocation assistance would be required by state redevelopment law. Section 6032 of Title 25 of California Redevelopment Law (CRL) would require the City's Community Improvement Commission (CIC) to develop and implement a relocation assistance advisory program to ensure that any persons displaced from their place of business would be assisted in reestablishing "with a minimum of delay." Required compliance with these CRL provisions would reduce the potential adverse impact of the project resulting from possible business displacement to a less than significant level.
Employment and Income Patterns	2	In 1996, the City of Alameda's principal employer and business generator, the Alameda Naval Air Station (NAS), was closed, with significant adverse economic impacts on the City, including the direct loss of approximately 10,960 military personnel, 3,230 civilian jobs and at least 1,800 local jobs indirectly related to base activities. As a result of the NAS closure, the City has been compelled to redirect and diversify its local economy. Plans and other efforts to establish viable reuse of the NAS are underway. In addition, the City's General Plan, Business and Waterfront Improvement Plan (BWIP), Alameda Downtown Vision Plan and Economic Development Strategic Plan all place emphasis on the need to revitalize the City's Downtown and National Register listed Park Street Historic Commercial District as a key means of broadening the City's economic base. The project is a core component of this redevelopment strategy to improve the City of Alameda's downtown economic base. The



Arnold  
Schwarzenegger  
Governor

STATE OF CALIFORNIA  
Governor's Office of Planning and Research  
State Clearinghouse and Planning Unit



Jan Boel  
Acting Director

January 10, 2005

Cynthia Eliason  
City of Alameda  
2263 Santa Clara Avenue  
Alameda, CA 94577

Subject: Alameda Theater, Cineplex and Parking Structure Project  
SCH#: 2004122042

Dear Cynthia Eliason:

The State Clearinghouse submitted the above named Negative Declaration to selected state agencies for review. The review period closed on January 7, 2005, and no state agencies submitted comments by that date. This letter acknowledges that you have complied with the State Clearinghouse review requirements for draft environmental documents, pursuant to the California Environmental Quality Act.

4.01

Please call the State Clearinghouse at (916) 445-0613 if you have any questions regarding the environmental review process. If you have a question about the above-named project, please refer to the ten-digit State Clearinghouse number when contacting this office.

Sincerely,

Terry Roberts  
Director, State Clearinghouse

## State Clearinghouse Data Base

**SCH#** 2004123042  
**Project Title** Alameda Theater, Cineplex and Parking Structure Project  
**Lead Agency** Alameda, City of

4

**Type** Neg Negative Declaration  
**Description** The currently proposed project, referred to as "Option A," consists of rehabilitation of a key opportunity site in Downtown Alameda, including construction of a new multi-level parking structure with 350 spaces; rehabilitation of the existing Art Deco style, Alameda Theater to create a restored, 500-seat cinema; and construction of an adjacent 3,500 SF of ground floor retail space. A possible future expansion of the proposed parking garage onto the existing adjacent Long's Drug site, referred to as "Option B," would add approximately 158 more parking spaces to the garage, for a total of approximately 508 spaces, and a net increase of another approximately 15,000 SF of retail space on the expanded site.

**Lead Agency Contact**

**Name** Cynthia Elison  
**Agency** City of Alameda  
**Phone** (510) 747-8800  
**Fax**  
**email**  
**Address** 2263 Santa Clara Avenue  
**City** Alameda **State** CA **Zip** 94577

**Project Location**

**County** Alameda  
**City** Alameda  
**Region**  
**Cross Streets** Central Avenue / Oak Street / Santa Clara Avenue  
**Parcel No.** 071-0203-014, 015, 016, 017  
**Township** **Range** **Section** **Base**

**Proximity to:**

**Highways** SR 51  
**Airports** Oakland International  
**Railways** N/A  
**Waterways** SF Bay, Oakland Inner Harbor  
**Schools**  
**Land Use** Cineplex / Commercial / Parking - CC & CC/PD

**Project Issues** Aesthetic/Visual; Air Quality; Archaeologic-Historic; Cumulative Effects; Economics/Jobs; Noise; Other Issues; Toxic/Hazardous; Traffic/Circulation

**Reviewing Agencies** Resources Agency; Regional Water Quality Control Board, Region 2; Department of Parks and Recreation; Native American Heritage Commission; Office of Historic Preservation; Department of Fish and Game, Region 3; Department of Water Resources; California Highway Patrol; Caltrans, District 4; Caltrans, Division of Aeronautics; San Francisco Bay Conservation and Development Commission; State Lands Commission

**Date Received** 12/09/2004 **Start of Review** 12/08/2004 **End of Review** 01/07/2005

Note: Blanks in data fields result from insufficient information provided by lead agency.



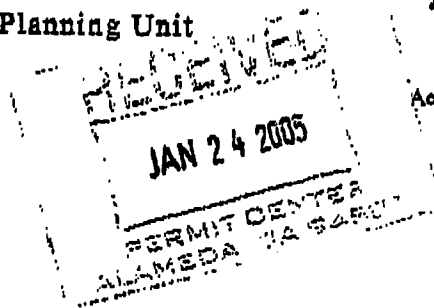
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Schwarzenegger  
Governor

STATE OF CALIFORNIA  
Governor's Office of Planning and Research  
State Clearinghouse and Planning Unit



Jan Boel  
Acting Director

January 20, 2005



Cynthia Eliason  
City of Alameda  
2263 Santa Clara Avenue  
Alameda, CA 94577

Subject: Alameda Theater, Cineplex and Parking Structure Project  
SCH#: 2004122042

Dear Cynthia Eliason:

The enclosed comment (s) on your Negative Declaration was (were) received by the State Clearinghouse after the end of the state review period, which closed on January 7, 2005. We are forwarding these comments to you because they provide information or raise issues that should be addressed in your final environmental document. 5.01

The California Environmental Quality Act does not require Lead Agencies to respond to late comments. However, we encourage you to incorporate these additional comments into your final environmental document and to consider them prior to taking final action on the proposed project.

Please contact the State Clearinghouse at (916) 445-0613 if you have any questions concerning the environmental review process. If you have a question regarding the above-named project, please refer to the ten-digit State Clearinghouse number (2004122042) when contacting this office.

Sincerely,

Terry Roberts  
Senior Planner, State Clearinghouse

Enclosures

cc: Resources Agency

STATE OF CALIFORNIA—BUSINESS, TRANSPORTATION AND HOUSING AGENCY

ARNOLD ICHWARTENBERG, Chairman

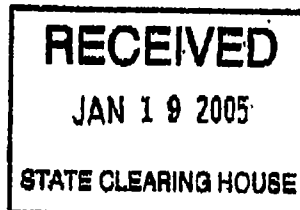
**DEPARTMENT OF TRANSPORTATION**

111 GRAND AVENUE  
P. O. BOX 23660  
OAKLAND, CA 94623-0660  
PHONE (510) 286-5505  
FAX (510) 286-5513  
TTY (800) 735-2929



*Flex your power!  
Be energy efficient!*

January 19, 2005



clear  
1-7-05  
late

ALA-61-19.84  
ALA061086  
SCH# 2004122042

Ms. Cynthia Eliason  
City of Alameda  
2263 Santa Clara Avenue  
Alameda, CA 94577

Dear Ms. Eliason:

**Alameda Theatre, Cineplex and Parking Structure Project - Initial Study/ Mitigated Negative Declaration (MND)**

Thank you for including the California Department of Transportation in the environmental review process for the proposed project. We have reviewed the MND and have the following comments to offer:

Please provide the *Alameda Theatre, Cineplex and Parking Structure Transportation Impact Analysis* dated December 2004, which is mentioned on page 3-36 of the MND, for our review. We will not be able to determine if the proposed project will adversely impact State transportation facilities until we have had the opportunity to review this document.

6.01

In addition, based upon the mitigation measures listed in the MND it does not appear that the intersections along Encinal Street (State Route 61) were studied in the transportation impact analysis. The proposed project site is only one block away from State Route (SR) 61, and therefore impacts to the intersections along SR 61 should be evaluated. Specifically, the analysis needs to evaluate the impacts of the proposed project on the following intersections: SR 61/ Oak Street, SR 61/ Park Street, Park Avenue. Measures must be proposed and implemented to mitigate any significant impacts to these State intersections.

6.02

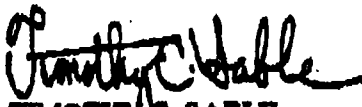
Please send a copy of the transportation impact analysis and the above-mentioned intersection analyses to the address at the top of this letterhead marked ATTN: Patricia Maurice, Office of Transit and Community Planning.

Mr. Cynthia Ellison/ City of Alameda  
January 19, 2005  
Page 2

6

Should you require further information or have any questions regarding this letter, please call Patricia Maurice of my staff at (510) 622-1644.

Sincerely,



TIMOTHY C. SABLE  
District Branch Chief  
IGR/CEQA

c: State Clearinghouse

**EXHIBIT B**  
**FINDINGS REGARDING SIGNIFICANT IMPACTS**  
**THAT CAN BE MITIGATED TO A LEVEL OF INSIGNIFICANCE**

The following sets forth all significant effects of the project, all of which can be reduced to a level of insignificance, and less than significant impacts for which mitigation is recommended.

**1. Project Visual Compatibility Impact.** Based on independent review of the project preliminary design package, the environmental consultants, with the assistance of Carey & Co., Inc., historic preservation architects, have determined the following:

- the project would introduce needed quality architectural elements and improve the visual image of the area;
- the historic Alameda Theater structure would be used for its historic purpose with minimal change to its defining characteristics;
- the distinctive features and finishes that characterize the theater, including its Art Deco marquees, fluting and bas-relief ornamentation, would be preserved;
- the deteriorated and modified Art Deco storefronts which flank the theater entrance would be substantially repaired and restored;
- the adjacent new cineplex structure would be visually differentiated from the original historic Alameda Theater structure by a lower building height and an exterior wall recess where the two buildings meet, and would feature compatible massing, scale and architectural features;
- the new cineplex and parking structure additions are designed in such a manner that if removed in the future, the essential form and integrity of the Alameda Theater would be unimpaired;
- the new cineplex and parking structures have been designed with building heights, massing, setbacks, and finishes which are reflective and respective of existing historic and architecturally significant structures on the opposite sides of Central Avenue and Oak Street (i.e., the Alameda High School/Alameda Adult School building, Twin Towers Methodist Church, and Alameda Free Library);
- the architectural features of the new cineplex façade along Central Avenue would have an appropriate zero-lot-line relationship to the sidewalk and street; would respect, maintain and enhance the visual distinctiveness and prominence of the, historic Alameda Theater structure; would effectively enhance the desired pedestrian character of the site's Central Avenue frontage; and would be visually harmonious in height and finish (texture) with the existing, architecturally distinctive Twin Towers

Methodist Church on the opposite (northwest) corner of the Oak Street and Central Avenue;

- the architectural features of the new parking structure façade along Oak Street would also have an appropriate zero-lot-line relationship to the sidewalk and street and would be visually harmonious in height and finish (brick veneer) with the existing Alameda Free Library structure on the opposite side of the Oak Street;
- the intensive zero-lot-line architectural elements of the new cineplex structure and new parking structure, including their ground floor retail storefronts, would serve to balance the affected Central Avenue and Oak Street streetscapes, visually unify the block, create an appropriate sense of place around the Alameda Theater, and introduce needed visual cohesiveness within the block and between the block and surrounding downtown blocks;
- the project exterior design would be consistent with City-adopted visual and urban design policies for the Downtown and Park Street area; and
- the project exterior design would be in compliance with *U.S. Secretary of the Interior's Standards for Rehabilitation and Restoration*, including standards pertaining to preserving the visual and historic integrity of the onsite Alameda Theater, and standards pertaining to protection of surrounding historic and potentially historic resources.

It appears that the current conceptual project design would have a positive (beneficial) visual impact in improving the visual compatibility of the project site, and in general, would visually enhance the surrounding Central Avenue and Oak Street streetscapes, as well as the overall Park Street Historic Commercial District east of the project site. The project design appears to be consistent with applicable City of Alameda General Plan policies pertaining to Downtown visual, aesthetic and urban design factors, and with applicable *U.S. Secretary of the Interior's Standards for Rehabilitation and Restoration*. Specifically, the current conceptual design includes building heights, scales, and setbacks which are compatible with opposite streetscapes and the adjacent Park Street Historic Commercial District, as well as building placement, height, scale, massing, materials and finishes which appear to be visually sensitive and compatible with the Alameda Theater and surrounding historic and potentially historic structures.

Nevertheless, until the project architectural details are finalized, and these preliminary conclusions can be verified by the City of Alameda Historical Advisory Board and City of Alameda Planning Board during the City-required discretionary review processes, it is assumed that the project final architectural design may have **a *potentially significant adverse visual compatibility impact***.

Finding. The City Council/Community Improvement Commission hereby makes the followings finding: Changes or alterations have been required in, or incorporated into the



project which avoid or substantially lessen the significant environmental effect as identified in the Initial Study/Environmental Assessment.

Facts in Support of Finding. The following mitigation measure indicates that the identified impact will be reduced to a level of insignificance.

**Mitigation AES-1: Project Visual Compatibility Impact.** Issuance of a Certificate of Approval by the City's Historic Advisory Board for structural alterations to the Alameda theater with project review and comments to the Planning Board would be required. Additionally, design review and approval by the Alameda Planning Board would be required to finalize the architectural design of the proposed project. To ensure that the final, more detailed project architectural design remains consistent with pertinent City visual and urban design policies and with state and federal historic preservation standards--i.e., the *U.S. Secretary of the Interior's Standards for Rehabilitation and Restoration*, retain an independent historic preservation professional to review the project plans and specifications for consistency with these policies and standards. The retained independent professional shall meet the *Secretary of the Interior's Proposed Historic Preservation Professional Qualification Standards (1996) for Historic Architecture, Historic Preservation Planning and/or Architectural History*. Final Historical Advisory Board certification of the structural alterations to the Alameda theater and review and Planning Board approval of the project design review shall include consideration of these independent review findings and any associated design refinement recommendations. Project commitment to this mitigation measure would ensure that any adverse project visual incompatibility impacts would be reduced to a *less-than-significant level*.

**2. Construction-Period Dust Impacts.** Construction dust and construction equipment exhaust emissions during the project demolition and construction period could result in temporary but *significant* nuisance and health impacts on on-site workers and on adjacent and nearby retail, service commercial, office, institutional, and civic uses.

Finding. The City Council/Community Improvement Commission hereby makes the followings finding: Changes or alterations have been required in, or incorporated into the project which avoid or substantially lessen the significant environmental effect as identified in the Initial Study/Environmental Assessment.

Facts in Support of Finding. The following mitigation measure indicates that the identified impact will be reduced to a level of insignificance.

**Mitigation AQ-1: Construction-Period Dust Impacts.** Reduce the severity of project demolition and construction period dust impacts by requiring implementation of the following or similar standard, BAAQMD-approved dust control measures (final list shall be determined to City satisfaction):

- (a) Periodically water all active demolition and construction areas;

- (b) Pave, periodically water, or apply (non-toxic) soil stabilizers on all exposed graded areas, unpaved access drives, unpaved parking areas, and/or unpaved staging areas at the construction site;
- (c) Sweep daily (with water sweepers) adjacent public streets and haul routes, as well as all paved access drives, parking areas, and staging areas at the construction site;
- (d) Periodically sweep (with water sweepers) any visible soil material carried onto adjacent public streets;
- (e) Cover all hauling trucks or maintain at least two feet of freeboard;
- (f) Enclose, cover, periodically water, or apply (non-toxic) soil binders to exposed stockpiles (dirt, sand, etc.);
- (g) Install sandbags or other erosion control measures to prevent silt runoff to public roadways;
- (h) During high wind periods, suspend any activities that cause visible dust plumes that cannot be controlled by watering.

Project commitment to these or a similar set of City-approved mitigation measures would reduce this impact to a *less-than-significant level*.

**3. Potential Project Design Effects on the Historic Resources.** The existing Alameda Theater building would be rehabilitated and returned to its original use as a theater. The proposed rehabilitation is intended to comply with the *U.S. Secretary of the Interior's Standards for the Treatment of Historic Properties and Guidelines for Preserving, Rehabilitating, Restoring and Reconstructing Historic Buildings*. An independent Section 106 review by Carey & Co., historic preservation architects, concludes that the preliminary theater rehabilitation design plans (October 2004) comply with the Secretary of the Interior's standards and their effects would therefore be less than adverse and in most cases beneficial, with overall positive impacts on the Alameda Theater historic resource. In addition, the Carey & Co. review has determined that the proposed project, including the new cineplex and parking structure components, would not have an adverse effect on the Park Street Historic Commercial District, and would not have an adverse effect on other identified and potential historic resources surrounding the project site.

However, review of final project design details and specifications would be necessary to ensure that the final design of the theater rehabilitation/restoration and adjacent cineplex and parking structure components continues to comply with the Secretary of the Interior's standards. Therefore, until the project achieves design review approval by the City of Alameda Planning Board, based in part on review and comment by the Historical Advisory Board and the findings and recommendations of an independent professional engaged in preservation--i.e., is determined by the Planning Board to be consistent with City-adopted standards for design review and with applicable Secretary of the Interior

standards for historic rehabilitation and restoration, it is assumed that the project may have a *significant adverse effect* on the historic Alameda Theater.

Finding. The City Council/Community Improvement Commission hereby makes the followings finding: Changes or alterations have been required in, or incorporated into the project which avoid or substantially lessen the significant environmental effect as identified in the Initial Study/Environmental Assessment.

Facts in Support of Finding. The following mitigation measure indicates that the identified impact will be reduced to a level of insignificance.

**Mitigation HIST-1: Potential Project Design Effects on the Historic Resources.**

To assure project compliance with City policies and standards and state and federal standards pertaining to the protection of historic resources (i.e., the Secretary of the Interiors Standards), issuance of the required Certificate of Approval for the structural alterations to the Alameda Theater by the City's Historical Advisory Board, and the required final design review and approval of the entire project by the City of Alameda Planning Board, shall include consideration of an independent review of the final project plans and specifications by a professional engaged in historic preservation. The review professional shall meet the *Secretary of the Interior's Proposed Historic Preservation Professional Qualification Standards (1996) for Historic Architecture, Historic Preservation Planning, and/or Architectural History*. Project commitment to this mitigation measure would reduce this impact to a *less-than-significant level*.

**4. Potential Project Construction Period Effects on the Historic Alameda Theater.**

Carey & Company has also concluded that construction of the new cineplex and parking structure foundations and walls, and other project construction activities including operation of equipment and storage of materials, could have an adverse effect on the existing historic Alameda Theater resource. In particular, operation of construction equipment and storage of construction materials could potentially damage the west elevation (Central Avenue frontage) of the existing historic theater, representing a *potentially significant adverse impact*. The Carey & Company review has also concluded that the proposed demolition of the Video Maniacs commercial/retail structure would take place far enough away from the existing historic theater so that this activity would not cause direct effects to the theater.

Finding. The City Council/Community Improvement Commission hereby makes the followings finding: Changes or alterations have been required in, or incorporated into the project which avoid or substantially lessen the significant environmental effect as identified in the Initial Study/Environmental Assessment.

Facts in Support of Finding. The following mitigation measure indicates that the identified impact will be reduced to a level of insignificance.

**Mitigation HIST-2: Potential Project Construction Period Effects on the Historic Alameda Theater.** As part of the formal agreement with the project sponsor, the project

demolition and construction manager(s) shall include provisions in the project demolition and construction specifications, subject to review and approval by the City, establishing a training program for construction workers emphasizing the importance of protecting historic resources. The provisions shall include directions on being careful when working around and operating equipment near the Alameda Theater; taking reasonable means to minimize vibration from demolition and excavation; and watching, being aware of and reporting to the project sponsor any potential actions or problems that could adversely affect the historic theater or other historic resources in the area. Project commitment to this mitigation measure would reduce this impact to a *less-than-significant level*.

**5. General Potential for Disturbance of Buried Archaeological Resources.** Since the entire project site has been previously graded and developed, the potential for encountering buried archaeological resources is minimal. However, some potential for encountering buried archaeological resources does exist from the proposed new grading and excavation activity within the project site, representing a *potentially significant* adverse impact.

Finding. The City Council/Community Improvement Commission hereby makes the followings finding: Changes or alterations have been required in, or incorporated into the project which avoid or substantially lessen the significant environmental effect as identified in the Initial Study/Environmental Assessment.

Facts in Support of Finding. The following mitigation measure indicates that the identified impact will be reduced to a level of insignificance.

**Mitigation CULT-1: General Potential for Disturbance of Buried Archaeological Resources.** In the event that any unrecorded archaeological or historical resource is discovered during project earthmoving activities, all grading activity within 150 feet of the resource shall be halted until an appropriate mitigation program is formulated by a qualified archaeologist to the satisfaction of the City's Planning and Building Department. Any such identified cultural resources shall be recorded on DPR 523 (historic properties) forms. Project commitment to this mitigation measure would reduce this impact to a *less than significant level*.

**6. Potential Ground Instability.** The project site may be underlain by soils which are susceptible to significant shrink-swell or earthquake-induced lateral spreading, subsidence, liquefaction, and lurching, with associated significant damage to project buildings and other improvements, if not properly engineered to account for this condition. This possibility represents a *potentially significant adverse impact*.

Finding. The City Council/Community Improvement Commission hereby makes the followings finding: Changes or alterations have been required in, or incorporated into the project which avoid or substantially lessen the significant environmental effect as identified in the Initial Study/Environmental Assessment.

Facts in Support of Finding. The following mitigation measure indicates that the identified impact will be reduced to a level of insignificance.

**Mitigation GEO-1: Potential Ground Instability.** Complete and implement the geotechnical mitigation recommendations identified in a site-specific geotechnical investigation and engineering study prepared to City satisfaction by a state-certified engineering geologist. Project commitment to this mitigation requirement would reduce this impact to a *less-than-significant level*.

**7. Potential Release of Asbestos and Lead-Based Paint.** The proposed project would involve demolition of a one single-story commercial/retail building (Video Maniacs structure) and demolition and repair activities involving the Alameda Theater. Both of these structures include components constructed prior to 1979, when federal legislation regarding the use of asbestos containing materials (ACMs) and lead-based paint (LBP) were enacted. As commonly found in building construction completed prior to 1979, surveys conducted by the City indicate that the Alameda Theater building contains potentially friable asbestos, lead-based paint and four types of mold. Similarly, if the project is expanded in the future to include the Long's Drug store property (Option B), the existing one-story retail structure which would be demolished under that scenario to accommodate the expanded parking garage may also contain potentially friable asbestos, lead-based paint and mold. The proposed demolition and potential renovation activities involving on-site structures could therefore result in the release of asbestos fibers, lead-based paint particles, and toxic mold particles into the environment. Construction workers could be exposed to these hazardous materials during building demolition and renovation activities. Over the longer term, project occupants could also be exposed to these materials if the materials are not properly removed or adequately sealed during project construction. This exposure possibility represents a *potentially significant impact*.

Finding. The City Council/Community Improvement Commission hereby makes the followings finding: Changes or alterations have been required in, or incorporated into the project which avoid or substantially lessen the significant environmental effect as identified in the Initial Study/Environmental Assessment.

Facts in Support of Finding. The following mitigation measure indicates that the identified impact will be reduced to a level of insignificance.

**Mitigation HAZ-1: Potential Release of Asbestos and Lead Based Paint.** As a condition of future on-site demolition and/or construction permit issuances, a Phase II Environmental Investigation shall be undertaken by the City of Alameda to identify any and all ACM, LBP, and/or mold remediation measures necessary to comply with the building demolition and hazardous materials removal and disposal regulations administered by the U.S. Environmental Protection Agency (EPA), federal Occupational Safety and Health Administration (OSHA), CalOSHA, Bay Area Air Quality Management District (BAAQMD), and all other regulatory agencies with related jurisdiction. The regulations of these agencies apply to the selection of remediation

contractors, the set up of the removal operation, and the actual removal and disposal of these materials. Under these regulations, asbestos related work must be performed by a licensed asbestos contractor if there is more than 100 square feet of asbestos involved. If less than 100 square feet is involved, the contractor is not legally required to have the asbestos licensing. However, the contractor must have proper training and utilize the same engineering controls, protective equipment, exposure monitoring, etc., that are required of a licensed asbestos contractor. For this reason, it is recommended that any asbestos related work be performed by a licensed asbestos contractor regardless of the quantity. (Most contractors without asbestos licensing do not have trained asbestos workers or the specialized tools and equipment required to properly perform asbestos related work.)

Lead and asbestos surveys should be reviewed/performed and a *Demolition Plan* for safe demolition of existing structures at the project site should be prepared. All transportation of hazardous or contaminated materials from the site shall be performed in accordance with an approved *Demolition Plan* and *Removal Action Workplan*. The *Demolition Plan* should address both on-site worker protection and off-site resident protection from both chemical and physical hazards. All contaminated building materials shall be disposed of at appropriate licensed landfill facilities. Prior to whole-scale demolition, hazardous building materials such as mold; peeling, chipping and friable lead-based paint; and asbestos-containing building materials, should be removed in accordance with all applicable guidelines, laws and ordinances. The *Demolition Plan* should include a program of air monitoring for dust and mold particulates and attached contaminants. Dust control and suspension of work during dry windy days should be addressed in the *Demolition Plan*.

For the impact of flaking and peeling lead paint, the requirements of Title 8, California Code of regulations, Section 15321. (T8 CCR 1532.1) must be followed.

Project commitment to this mitigation would reduce this impact to a *less-than-significant level*.

**8. Presence of Registered Underground Storage Tank.** The previous presence of registered underground storage tanks (USTs) containing petroleum products associated with the previous Texaco Gas station operation on the project site (parcel #12 on Figure 5) is indicated on a 1998 State Department of Toxic Substance Control (DTSC) manifest in City files. As a result, petroleum and hydrocarbons (i.e., gasoline) could be present in underlying soils and groundwater. Construction workers and members of the public may be exposed to these hazardous materials during project construction activities, representing a *potentially significant project impact*.

Finding. The City Council/Community Improvement Commission hereby makes the followings finding: Changes or alterations have been required in, or incorporated into the project which avoid or substantially lessen the significant environmental effect as identified in the Initial Study/Environmental Assessment.

Facts in Support of Finding. The following mitigation measure indicates that the identified impact will be reduced to a level of insignificance.

**Mitigation HAZ-2: Presence of Registered Underground Storage Tank.** As a condition of grading permit approval for the proposed project, a Phase II Environmental Investigation shall be undertaken by the City of Alameda. The Phase II investigation would include actual sampling and laboratory analysis of the soil and groundwater on the project site for hazardous materials to identify the nature and extent of these materials in soil and/or groundwater. The following process shall also be undertaken by the City in order to more fully identify and reduce potential impacts associated with the project:

To the extent necessary after identification in the Phase II Investigation, and with consultation with appropriate agencies, any affected soil shall be removed, transported and disposed of in an appropriate manner in accordance with federal, state, and local regulations.

Potential health and safety impacts associated with excavation within sites where a chemical release has occurred would be minimized by implementing legally required health and safety precautions. For hazardous waste workers, federal and California Occupational Safety and Health Administration (Cal/OSHA) regulations mandate an initial training course and subsequent annual training. Site-specific training may also be required for some workers. Preparation and implementation of a *Site Health and Safety Plan* and compliance with applicable federal, state, regional, and local regulations would minimize impacts to public health and the environment. The plan would include identification of chemicals of concern, potential hazards, personal protection clothing and devices, and emergency response procedures, as well as required fencing, dust control or other site control measures needed during demolition and excavation. In protecting the workers who would be closest to potential sources of hazardous materials, these health and safety measures would also serve to protect others who live, work, or visit the area during the temporary demolition and construction period. These measures would serve to protect human health and the environment during site demolition, excavation and grading activities, thus minimizing impacts associated with exposure to hazardous materials.

Project commitment to this mitigation measure would reduce this impact to a *less-than-significant level*.

**9. Land Use/Noise Compatibility.** The projected year 2010 noise environment along Central Avenue and Oak Street (60 to 64 dB L<sub>dn</sub>) would make the proposed project along these frontages "Conditionally Acceptable" under the land use/noise compatibility standards of the City of Alameda General Plan Health and Safety Element. The *Health and Safety Element* indicates that "New construction or development [in such a noise environment] should be undertaken only after detailed analysis of the noise reduction requirements is made and needed noise reduction features [are] included in the [project] design." These provisions indicate a *potentially significant impact* unless an adequate

acoustical analysis is conducted and any study-indicated mitigation needs are incorporated into the project design.

Finding. The City Council/Community Improvement Commission hereby makes the followings finding: Changes or alterations have been required in, or incorporated into the project which avoid or substantially lessen the significant environmental effect as identified in the Initial Study/Environmental Assessment.

Facts in Support of Finding. The following mitigation measure indicates that the identified impact will be reduced to a level of insignificance.

**Mitigation NOI-1: Land Use/Noise Compatibility.** Conduct and submit an *acoustical study* that identifies to City satisfaction the noise insulation features and other elements to be included in the design of the project theater rehabilitation, retail and cineplex components sufficient to maintain interior noise levels at or below City standards (45 L<sub>dn</sub>). This report shall be submitted to and approved by the Planning and Building Department prior to issuance of a building permit. Project commitment to this mitigation measure would reduce this impact to a *less-than-significant level*.

**10. Santa Clara Avenue/Oak Street Intersection--Base Conditions Plus Project Option A (Small Parking Structure).** During the PM peak hour, levels of service would drop from LOS C to LOS E at the Santa Clara Avenue/Oak Street intersection with the implementation of project Option A (small parking structure), resulting in a *significant impact*.

Finding. The City Council/Community Improvement Commission hereby makes the followings finding: Changes or alterations have been required in, or incorporated into the project which avoid or substantially lessen the significant environmental effect as identified in the Initial Study/Environmental Assessment.

Facts in Support of Finding. The following mitigation measure indicates that the identified impact will be reduced to a level of insignificance.

**Mitigation TRANS-1: Santa Clara Avenue/Oak Street Intersection--Base Conditions Plus Project Option A (Small Parking Structure).** Modify the signal timing at this intersection to give the greater percentage of time to the north/south traffic flow rather than the east/west traffic flow. Implementation of this measure would improve intersection operations to LOS D, reducing this impact to a *less-than-significant level*.

**11. Santa Clara/Broadway Intersection--Base Conditions Plus Project Option B (Large Parking Structure).** During the PM peak hour, levels of service at the Santa Clara/Broadway intersection would degrade from LOS D to LOS E with the implementation of project Option B (large parking structure), resulting in a *significant impact*.



Finding. The City Council/Community Improvement Commission hereby makes the followings finding: Changes or alterations have been required in, or incorporated into the project which avoid or substantially lessen the significant environmental effect as identified in the Initial Study/Environmental Assessment.

Facts in Support of Finding. The following mitigation measure indicates that the identified impact will be reduced to a level of insignificance.

**Mitigation TRANS-2: Santa Clara/Broadway Intersection--Base Conditions Plus Project Option B (Large Parking Structure).** Modify the signal timing at this intersection to include a north-south split phase. Implementation of this measure would improve PM peak hour intersection operations to LOS C and reduce this impact to a *less-than-significant level*.

**12. Santa Clara Avenue/Oak Street Intersection--Cumulative Conditions Without Project.** During the PM peak hour, levels of service would drop from LOS C to LOS E at the Santa Clara Avenue/Oak Street intersection as a result of cumulative growth without or with the project, resulting in a *significant impact*.

Finding. The City Council/Community Improvement Commission hereby makes the followings finding: Changes or alterations have been required in, or incorporated into the project which avoid or substantially lessen the significant environmental effect as identified in the Initial Study/Environmental Assessment.

Facts in Support of Finding. The following mitigation measure indicates that the identified impact will be reduced to a level of insignificance.

**Mitigation TRANS-3: Santa Clara Avenue/Oak Street Intersection--Cumulative Conditions Without Project.** Modify the signal timing at this intersection to give the greater percentage of time to the north/south traffic flow rather than the east/west traffic flow (see Mitigation TRANS-1). The Level of Service at this intersection should be monitored and as warranted, add exclusive eastbound and westbound left-turn lanes with exclusive left-turn signal phasing. Implementation of this measure would improve PM peak hour intersection operation to LOS D and reduce this impact to a *less-than-significant level*.

**13. Santa Clara/Broadway Intersection--Cumulative Conditions Without Project.** In the AM peak hour the Santa Clara Avenue/Broadway intersection would degrade from LOS C to LOS E and in the PM peak hour from LOS D to LOS F, as a result of cumulative growth in Alameda, resulting in a *significant impact* without or with the project.

Finding. The City Council/Community Improvement Commission hereby makes the followings finding: Changes or alterations have been required in, or incorporated into the project which avoid or substantially lessen the significant environmental effect as identified in the Initial Study/Environmental Assessment.

Facts in Support of Finding. The following mitigation measure indicates that the identified impact will be reduced to a level of insignificance.

**Mitigation TRANS-4: Santa Clara/Broadway Intersection--Cumulative Conditions Without Project.** Modify the signalization at this intersection by adding exclusive northbound and southbound left-turn lanes through the removal of on-street parking. Implementation of this measure would improve intersection operations to LOS D in both the AM and PM peak hour, reducing this impact to a *less-than-significant level*.

**14. Lincoln Avenue/Tilden Way/Park Street Intersection--Cumulative Conditions Without Project.** In the PM peak hour, the Lincoln Avenue/Tilden Way/Park Street intersection would degrade from LOS C to LOS E as a result of cumulative growth in Alameda, resulting in a *significant impact* without or with the project.

Finding. The City Council/Community Improvement Commission hereby makes the followings finding: Changes or alterations have been required in, or incorporated into the project which avoid or substantially lessen the significant environmental effect as identified in the Initial Study/Environmental Assessment.

Facts in Support of Finding. The following mitigation measure indicates that the identified impact will be reduced to a level of insignificance.

**Mitigation TRANS-5: Lincoln Avenue/Tilden Way/Park Street Intersection--Cumulative Conditions Without Project.** Add an exclusive left-turn signal phasing on the eastbound and westbound Lincoln Avenue/Tilden Way approaches to this intersection. Implementation of this measure would reduce average delays at the intersection and improve PM peak hour intersection operations to LOS C, reducing this impact to a *less-than-significant level*.

**15. Santa Clara Avenue/Park Street Intersection--Cumulative Conditions Without Project.** In the Saturday mid-day peak hour, the Santa Clara Avenue/Park Street intersection would degrade from LOS C to LOS E as a result of cumulative growth in Alameda, resulting in a *significant impact* without or with the project.

Finding. The City Council/Community Improvement Commission hereby makes the followings finding: Changes or alterations have been required in, or incorporated into the project which avoid or substantially lessen the significant environmental effect as identified in the Initial Study/Environmental Assessment.

Facts in Support of Finding. Either one of the following mitigation measures indicates that the identified impact will be reduced to a level of insignificance.

**Mitigation TRANS-6A: Santa Clara Avenue/ Park Street Intersection--Cumulative Conditions Without Project.** As weekend traffic increases, there may be a need to restrict left-turn movements at the Santa Clara Avenue/Park Street intersection. This

measure would divert traffic away from the intersection and additional traffic would be expected on Oak Street as a result. The level of service at this intersection should be monitored and left turn restrictions put in place as warranted. Such left- turn restrictions have proven effective in limiting significant impacts during the PM peak hour and are projected to reduce this impact during the Saturday mid-day period to a *less-than-significant level*.

**Mitigation TRANS-6B: Santa Clara Avenue/ Park Street Intersection--Cumulative Conditions Without Project.** As weekend traffic increases, add left-turn lanes and exclusive left-turn signal phasing on the eastbound and westbound Santa Clara Avenue approaches to Oak Street. Implementation of this measure would improve Saturday mid-day peak hour operation to LOS D, reducing this impact to a *less-than-significant level*.

**16. Santa Clara Avenue/Oak Street Intersection--Cumulative Conditions Plus Project Option A (Small Parking Garage) or Project Option B (Large Parking Garage).** Operations at the Santa Clara Avenue/Oak Street intersection would degrade from LOS E to LOS F during the PM peak hour with the implementation of project Option A (small parking structure), resulting in a *significant impact*. Intersection operations would remain at LOS E in the PM peak hour with implementation of project Option B (large parking structure).

Finding. The City Council/Community Improvement Commission hereby makes the followings finding: Changes or alterations have been required in, or incorporated into the project which avoid or substantially lessen the significant environmental effect as identified in the Initial Study/Environmental Assessment.

Facts in Support of Finding. The following mitigation measure indicates that the identified impact will be reduced to a level of insignificance.

**Mitigation TRANS-7: Santa Clara Avenue/Oak Street Intersection--Cumulative Conditions Plus Project Option A (Small Parking Garage).** Implementation of Mitigation TRANS-3 above would improve PM peak hour intersection operation to LOS D, reducing this impact to a *less-than-significant level* for project Option A (small parking structure).

**17. Lincoln Avenue/Tilden Way/Park Street Intersection--Cumulative Conditions Plus Project Option A (Small Parking Garage) or Project Option B (Large Parking Garage).** For project Option A (small parking structure), the Lincoln Avenue/Tilden Way/Park Street intersection would degrade from LOS E to LOS F during the PM peak hour resulting in a *significant impact*. For project Option B (large parking structure), intersection operation would remain at LOS E in the PM peak hour, but delays would increase.

Finding. The City Council/Community Improvement Commission hereby makes the followings finding: Changes or alterations have been required in, or incorporated into the

project which avoid or substantially lessen the significant environmental effect as identified in the Initial Study/Environmental Assessment.

Facts in Support of Finding. The following mitigation measure indicates that the identified impact will be reduced to a level of insignificance.

**17. Lincoln Avenue/Tilden Way/Park Street Intersection--Cumulative Conditions Plus Project Option A (Small Parking Garage) or Project Option B (Large Parking Garage).** The adding of exclusive left-turn signal phasing on the eastbound and westbound Lincoln Avenue/Tilden Way approaches to this intersection (Mitigation TRANS-5) would result in LOS C operation in the PM peak hour for both project options, thereby reducing this project-related impact to a *less-than-significant level*.

**18. Santa Clara Avenue/Park Street Intersection--Cumulative Conditions Plus Project Option A (Small Parking Garage) or Project Option B (Large Parking Garage).** The Santa Clara Avenue/Park Street intersection would degrade from LOS E to LOS F during the Saturday mid-day peak hour with the implementation of project Options A or B, representing a *significant impact*.

Finding. The City Council/Community Improvement Commission hereby makes the followings finding: Changes or alterations have been required in, or incorporated into the project which avoid or substantially lessen the significant environmental effect as identified in the Initial Study/Environmental Assessment.

Facts in Support of Finding. Either one of the following mitigation measures indicates that the identified impact will be reduced to a level of insignificance.

**Mitigation TRANS-9A: Santa Clara Avenue/Park Street Intersection--Cumulative Conditions Plus Project Option A (Small Parking Garage) or Project Option B (Large Parking Garage).** As weekend traffic increases, there may be a need to restrict left-turn movements at the Santa Clara Avenue/Park Street intersection (Mitigation TRANS-6A). This measure would divert traffic away from the intersection, resulting in additional traffic on Oak Street. The level of service at this intersection should be monitored and left turn restrictions put in place as warranted. Such left- turn restrictions have proven effective in avoiding significant impacts during the PM peak hour and are projected to reduce this intersection impact during the Saturday mid-day period to a *less-than-significant level*.

**Mitigation TRANS-9B: Santa Clara Avenue/Park Street Intersection--Cumulative Conditions Plus Project Option A (Small Parking Garage) or Project Option B (Large Parking Garage).** As weekend traffic increases, add left turn lanes and exclusive left-turn signal phasing in the eastbound and westbound Santa Clara Avenue approaches to Park Street (Mitigation TRANS-6A). Implementation of this measure would improve Saturday mid-day peak hour intersection operation to LOS D, reducing this impact to a *less-than-significant level*.

EXHIBIT "C"

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**MITIGATION MONITORING CHECKLIST FOR THE ALAMEDA THEATER,  
CINEPLEX AND PARKING STRUCTURE PROJECT**

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The following mitigation monitoring and reporting checklist has been formulated for implementation of environmental impact mitigation measures identified in the Initial Study/Mitigated Negative Declaration for the Alameda Theater, Cineplex and Parking Structure Project document, dated December 6, 2004, and adopted by the City of Alameda in February 2005.

**A. STATE MITIGATION MONITORING REQUIREMENT**

Section 21081.6 of the California Public Resources Code requires all public agencies to adopt mitigation monitoring and reporting programs when they approve projects subject to an EIR or mitigated negative declaration. As mandated by this legislation, a mitigation monitoring and reporting program must be implemented by the lead agency (the City of Alameda) for the Alameda Theater, Cineplex and Parking Structure Project subsequent to City adoption of the mitigated negative declaration for the project.

Most of the mitigation measures (conditions for mitigated negative declaration) identified in the Alameda Theater, Cineplex and Parking Structure Project Mitigated Negative Declaration document have been incorporated into the project. As a result, most of the measures are being or will be implemented and monitored through the City's normal development review procedures for future project implementation actions--e.g., through design review and/or conditions of approval for individual permits, and associated plan check and construction period field inspection activities necessary to carry out the project.

**B. MATRIX FORMAT**

The attached monitoring checklist includes spaces for: (1) a summary of each potentially significant impact identified in the Initial Study/Mitigated Negative Declaration document; (2) a summary of each mitigation measure identified in the Initial Study/Mitigated Negative Declaration document that has been adopted as a condition of project approval by the City; (3) identification of the entity responsible for implementing the mitigation; (4) identification of the entity responsible for verifying that the mitigation has been implemented; (5) identification of the implementation action required and associated timing requirements; and (6) a verification signature and date.

# EXHIBIT "C"

## MITIGATION MONITORING CHECKLIST-- ALAMEDA THEATER, CINEPLEX AND PARKING STRUCTURE PROJECT

The Alameda Theater, Cineplex and Parking Structure Project has been conditionally approved to require implementation of the mitigation measures listed in the second column below. A completed and signed chart will indicate that each mitigation requirement has been complied with, and that City and state monitoring requirements have been fulfilled with respect to Public Resources Code Section 21081.6.

IDENTIFIED IMPACT	RELATED MITIGATION MEASURE	MONITORING			REPORTING OR MONITORING METHOD
		Impl. Entity	Monitoring and Verification Entity	Timing Requirements	
<b>AESTHETICS</b>  <b>Impact AES-1: Project Visual Compatibility Impact.</b> Based on independent review of the project preliminary design package, the environmental consultants, with the assistance of Carey & Co., Inc., historic preservation architects, have determined the following: <ul style="list-style-type: none"> <li>the project would introduce needed quality architectural elements and improve the visual image of the area;</li> <li>the historic Alameda Theater structure would be used for its historic purpose with minimal change to its defining characteristics;</li> <li>the distinctive features and finishes that characterize the theater, including its Art Deco marquees, fluting and bas-relief ornamentation, would be preserved;</li> <li>the deteriorated and modified Art Deco storefronts which flank the theater entrance would be substantially repaired and restored;</li> <li>the adjacent new cineplex structure would be visually differentiated from the original historic Alameda Theater structure by a lower building height and an exterior wall recess where the two buildings meet, and would feature compatible massing, scale and architectural features;</li> <li>the new cineplex and parking structure</li> </ul>	<b>Mitigation AES-1: Project Visual Compatibility Impact.</b> Issuance of a Certificate of Approval by the City's Historic Advisory Board for structural alterations to the Alameda Theater with project review and comments to the Alameda Planning Board and design review and approval by the Planning Board would be required to finalize the architectural design of the proposed project. To ensure that the final, more detailed project architectural design remains consistent with pertinent City visual and urban design policies and with state and federal historic preservation standards--i.e., the U.S. Secretary of the Interior's <i>Standards for Rehabilitation and Restoration</i> , retain an independent historic preservation professional to review the project plans and specifications for consistency with these policies and standards. The retained independent professional shall meet the Secretary of the Interior's <i>Proposed Historic Preservation Professional Qualification Standards (1996)</i> for <i>Historic Architecture, Historic Preservation Planning and/or Architectural History</i> . Final Historical Advisory Board certification of the structural alterations to the Alameda Theater and review and Planning Board approval of the project design review shall include consideration of these independent review findings and any associated design refinement recommendations. Project commitment to this mitigation measure would ensure that any adverse project visual incompatibility impacts would be reduced to a <i>less-than-significant level</i> .	City and Developer	City	Prior to certificate of Approval and Design Review approval.	The historic preservation professional shall prepare documentation to be considered by the Historic Advisory Board and Planning Board. The Historic Advisory Board shall review the modifications to the Alameda Theater and the Planning Board shall complete the design review.

IDENTIFIED IMPACT	RELATED MITIGATION MEASURE	MONITORING			REPORTING OR MONITORING METHOD
		Impl. Entity	Monitoring and Verification Entity	Timing Requirements	
<p>additions are designed in such a manner that if removed in the future, the essential form and integrity of the Alameda Theater would be unimpaired;</p> <ul style="list-style-type: none"> <li>the new cineplex and parking structures have been designed with building heights, massing, setbacks, and finishes which are reflective and respectful of existing historic and architecturally significant structures on the opposite sides of Central Avenue and Oak Street (i.e., the Alameda High School/Alameda Adult School building, Twin Towers Methodist Church, and Alameda Free Library);</li> <li>the architectural features of the new cineplex façade along Central Avenue would have an appropriate zero-lot-line relationship to the sidewalk and street; would respect, maintain and enhance the visual distinctiveness and prominence of the historic Alameda Theater structure; would effectively enhance the desired pedestrian character of the site's Central Avenue frontage; and would be visually harmonious in height and finish (texture) with the existing, architecturally distinctive Twin Towers Methodist Church on the opposite (northwest) corner of the Oak Street and Central Avenue;</li> <li>the architectural features of the new parking structure façade along Oak Street would also have an appropriate zero-lot-line relationship to the sidewalk and street and would be visually harmonious in height and finish (brick veneer) with the existing Alameda Free Library structure on the opposite side of the Oak Street;</li> <li>the intensive zero-lot-line architectural elements of the new cineplex structure and new parking structure, including their ground floor retail storefronts, would serve to balance the affected Central Avenue and Oak Street streetscapes, visually unify the block, create an appropriate sense of place around the Alameda Theater, and introduce needed visual cohesiveness within the</li> </ul>					

IDENTIFIED IMPACT	RELATED MITIGATION MEASURE	MONITORING			REPORTING OR MONITORING METHOD
		Impl. Entity	Monitoring and Verification Entity	Timing Requirements	
<p>block and between the block and surrounding downtown blocks;</p> <ul style="list-style-type: none"> <li>the project exterior design would be consistent with City-adopted visual and urban design policies for the Downtown and Park Street area; and</li> <li>the project exterior design would be in compliance with <i>U.S. Secretary of the Interior's Standards for Rehabilitation and Restoration</i>, including standards pertaining to preserving the visual and historic integrity of the onsite Alameda Theater, and standards pertaining to protection of surrounding historic and potentially historic resources.</li> </ul> <p>It appears that the current conceptual project design would have a positive (beneficial) visual impact in improving the visual compatibility of the project site, and in general, would visually enhance the surrounding Central Avenue and Oak Street streetscapes, as well as the overall Park Street Historic Commercial District east of the project site. The project design appears to be consistent with applicable <u>City of Alameda General Plan</u> policies pertaining to Downtown visual, aesthetic and urban design factors, and with applicable <i>U.S. Secretary of the Interior's Standards for Rehabilitation and Restoration</i>. Specifically, the current conceptual design includes building heights, scales, and setbacks which are compatible with opposite streetscapes and the adjacent Park Street Historic Commercial District, as well as building placement, height, scale, massing, materials and finishes which appear to be visually sensitive and compatible with the Alameda Theater and surrounding historic and potentially historic structures.</p> <p>Nevertheless, until the project architectural details are finalized, and these preliminary conclusions can be verified by the City of Alameda Historical Advisory Board and City of Alameda Planning Board during the City-required discretionary review process, it is assumed that the project final architectural</p>					



IDENTIFIED IMPACT	RELATED MITIGATION MEASURE	MONITORING			REPORTING OR MONITORING METHOD
		Impl. Entity	Monitoring and Verification Entity	Timing Requirements	
design may have a <i>potentially significant adverse visual compatibility impact</i> .					
<b>AIR QUALITY</b>					
<p><b>Impact AQ-1: Construction-Period Dust Impacts.</b> Construction dust and construction equipment exhaust emissions during the project demolition and construction period could result in temporary but <i>significant</i> nuisance and health impacts on on-site workers and on adjacent and nearby retail, service commercial, office, institutional, and civic uses.</p>	<p><b>Mitigation AQ-1: Construction-Period Dust Impacts.</b> Reduce the severity of project demolition and construction period dust impacts by requiring implementation of the following or similar standard, BAAQMD-approved dust control measures (final list shall be determined to City satisfaction):</p> <ul style="list-style-type: none"> <li>(a) Periodically water all active demolition and construction areas;</li> <li>(b) Pave, periodically water, or apply (non-toxic) soil stabilizers on all exposed graded areas, unpaved access drives, unpaved parking areas, and/or unpaved staging areas at the construction site;</li> <li>(c) Sweep daily (with water sweepers) adjacent public streets and haul routes, as well as all paved access drives, parking areas, and staging areas at the construction site;</li> <li>(d) Periodically sweep (with water sweepers) any visible soil material carried onto adjacent public streets;</li> <li>(e) Cover all hauling trucks or maintain at least two feet of freeboard;</li> <li>(f) Enclose, cover, periodically water, or apply (non-toxic) soil binders to exposed stockpiles (dirt, sand, etc.);</li> <li>(g) Install sandbags or other erosion control measures to prevent silt runoff to public roadways;</li> <li>(h) During high wind periods, suspend any activities that cause visible dust plumes that cannot be controlled by watering.</li> </ul> <p>Project commitment to these or a similar set of City-approved mitigation measures would reduce this impact to a <i>less-than-significant level</i>.</p>	Developer/ City	City	Prior to issuance of grading and building permits.	<p>1) The City shall require the dust abatement program as part of construction contract specifications and shall monitor the contractor to ensure compliance.</p> <p>2) City shall include confirm that these requirements are included as conditions of permit issuance.</p>

IDENTIFIED IMPACT	RELATED MITIGATION MEASURE	MONITORING			REPORTING OR MONITORING METHOD
		Impl. Entity	Monitoring and Verification Entity	Timing Requirements	
<b>CULTURAL RESOURCES:</b>					
<p><b>Impact HIST-1: Potential Project Design Effects on the Historic Resources.</b> The existing Alameda Theater building would be rehabilitated and returned to its original use as a theater. The proposed rehabilitation is intended to comply with the U.S. Secretary of the Interior's Standards for the Treatment of Historic Properties and Guidelines for Preserving, Rehabilitating, Restoring and Reconstructing Historic Buildings. An independent Section 106 review by Carey &amp; Co., historic preservation architects (<b>Attachment D</b>), concludes that the preliminary theater rehabilitation design plans (October 2004) comply with the Secretary of the Interior's standards and their effects would therefore be less than adverse and in most cases beneficial, with overall positive impacts on the Alameda Theater historic resource. In addition, the Carey &amp; Co. review has determined that the proposed project, including the new cineplex and parking structure components, would not have an adverse effect on the Park Street Historic Commercial District, and would not have an adverse effect on other identified and potential historic resources surrounding the project site.</p> <p>However, review of final project design details and specifications would be necessary to ensure that the final design of the theater rehabilitation/restoration and adjacent cineplex and parking structure components continues to comply with the Secretary of the Interior's standards. Therefore, until the project achieves design review approval by the City of Alameda Planning Board, based in part on the review and comment by the Historical Advisory Board and the findings and recommendations of an independent professional engaged in preservation—i.e., is determined by the Planning Board to be consistent with City-adopted standards for design review and with applicable Secretary of the Interior standards for historic rehabilitation and restoration, it is assumed that the project may have a <i>significant adverse effect</i></p>	<p><b>Mitigation HIST-1: Potential Project Design Effects on the Historic Resources.</b> To assure project compliance with City policies and standards and state and federal standards pertaining to the protection of historic resources (i.e., the Secretary of the Interiors Standards), issuance of the required Certificate of Approval for the structural alterations to the Alameda Theater by the City's Historical Advisory Board, and the required final design review and approval of the entire project by the City of Alameda Planning Board, shall include consideration of an independent review of the final project plans and specifications by a professional engaged in historic preservation. The review professional shall meet the <i>Secretary of the Interior's Proposed Standards (1996) for Historic Architecture, Historic Preservation Planning, and/or Architectural History</i>. Project commitment to this mitigation measure would reduce this impact to a <i>less-than-significant level</i>.</p>	Developer	City	Prior to Design review approval.	See AES-1

IDENTIFIED IMPACT	RELATED MITIGATION MEASURE	MONITORING			REPORTING OR MONITORING METHOD
		Impl. Entity	Monitoring and Verification Entity	Timing Requirements	
on the historic Alameda Theater.					
<b>Impact HIST-2: Potential Project Construction Period Effects on the Historic Alameda Theater.</b> Carey & Company has also concluded that construction of the new cineplex and parking structure foundations and walls, and other project construction activities including operation of equipment and storage of materials, could have an adverse effect on the existing historic Alameda Theater resource. In particular, operation of construction equipment and storage of construction materials could potentially damage the west elevation (Central Avenue frontage) of the existing historic theater, representing a <i>potentially significant adverse impact</i> . The Carey & Company review has also concluded that the proposed demolition of the Video Maniacs commercial/retail structure would take place far enough away from the existing historic theater so that this activity would not cause direct effects to the theater.	<b>Mitigation HIST-2: Potential Project Construction Period Effects on the Historic Alameda Theater.</b> As part of the formal agreement with the project sponsor, the project demolition and construction manager(s) shall include provisions in the project demolition and construction specifications, subject to review and approval by the City, establishing a training program for construction workers emphasizing the importance of protecting historic resources. The provisions shall include directions on being careful when working around and operating equipment near the Alameda Theater; taking reasonable means to minimize vibration from demolition and excavation; and watching, being aware of and reporting to the project sponsor any potential actions or problems that could adversely affect the historic theater or other historic resources in the area. Project commitment to this mitigation measure would reduce this impact to a <i>less-than-significant level</i> .	Developer	City	Prior to issuance of demolition, grading or building permits.	The City shall require the training program as part of permit issuance and shall monitor compliance.
<b>Impact CULT-1: General Potential for Disturbance of Buried Archaeological Resources.</b> Since the entire project site has been previously graded and developed, the potential for encountering buried archaeological resources is minimal. However, some potential for encountering buried archaeological resources does exist from the proposed new grading and excavation activity within the project site, representing a <i>potentially significant adverse impact</i> .	<b>Mitigation CULT-1: General Potential for Disturbance of Buried Archaeological Resources.</b> In the event that any unrecorded archaeological or historical resource is discovered during project earthmoving activities, all grading activity within 150 feet of the resource shall be halted until an appropriate mitigation program is formulated by a qualified archaeologist to the satisfaction of the City's Planning and Building Department. Any such identified cultural resources shall be recorded on DPR 523 (historic properties) forms. Project commitment to this mitigation measure would reduce this impact to a <i>less than significant level</i> .	Developer/ City	City	Verify implementation during construction inspections.	The City shall retain a qualified archaeologist who shall be on call in the event of a find.
<b>GEOLOGY AND SOILS</b>					
<b>Impact GEO-1: Potential Ground Instability.</b> The project site may be underlain by soils which are susceptible to significant shrink-swell or earthquake-induced lateral spreading, with subsidence, liquefaction, and lurching, with associated significant damage to project buildings and other improvements, if not properly engineered to account for this condition. This possibility represents a <i>potentially significant adverse impact</i> .	<b>Mitigation GEO-1: Potential Ground Instability.</b> Complete and implement the geotechnical mitigation recommendations identified in a site-specific geotechnical investigation and engineering study prepared to City satisfaction by a state-certified engineering geologist. Project commitment to this mitigation requirement would reduce this impact to a <i>less-than-significant level</i> .	Developer	City	Prior to issuance of grading and building permit.	The City shall require a geotechnical permit as part of building plan review.

IDENTIFIED IMPACT	RELATED MITIGATION MEASURE	MONITORING			REPORTING OR MONITORING METHOD
		Impl. Entity	Monitoring and Verification Entity	Timing Requirements	
<b>HAZARDS AND HAZARDOUS MATERIALS</b>					
<p><b>Impact HAZ-1: Potential Release of Asbestos and Lead-Based Paint.</b> The proposed project would involve demolition of a one single-story commercial/retail building (Video Maniacs structure) and demolition and repair activities involving the Alameda Theater. Both of these structures include components constructed prior to 1979, when federal legislation regarding the use of asbestos containing materials (ACMs) and lead-based paint (LBP) were enacted. As commonly found in building construction completed prior to 1979, surveys conducted by the City indicate that the Alameda Theater building contains potentially friable asbestos, lead-based paint and four types of mold. Similarly, if the project is expanded in the future to include the Long's Drug store property (Option B), the existing one-story retail structure which would be demolished under that scenario to accommodate the expanded parking garage may also contain potentially friable asbestos, lead-based paint and mold. The proposed demolition and potential renovation activities involving on-site structures could therefore result in the release of asbestos fibers, lead-based paint particles, and toxic mold particles into the environment. Construction workers during building demolition and renovation activities. Over the longer term, project occupants could also be exposed to these materials if the materials are not properly removed or adequately sealed during project construction. This exposure possibility</p>	<p><b>Mitigation HAZ-1: Potential Release of Asbestos and Lead Based Paint.</b> As a condition of future on-site demolition and/or construction permit issuances, a Phase II Environmental Investigation shall be undertaken by the City of Alameda to identify any and all ACM, LBP, and/or mold remediation measures necessary to comply with the building demolition and hazardous materials removal and disposal regulations administered by the U.S. Environmental Protection Agency (EPA),[1] federal Occupational Safety and Health Administration (OSHA),[2] Cal/OSHA, Bay Area Air Quality Management District (BAAQMD),[3] and all other regulatory agencies with related jurisdiction. The regulations of these agencies apply to the selection of remediation contractors, the set up of the removal operation, and the actual removal and disposal of these materials. Under these regulations, asbestos related work must be performed by a licensed asbestos contractor if there is more than 100 square feet of asbestos involved. If less than 100 square feet is involved, the contractor is not legally required to have the asbestos licensing. However, the contractor must have proper training and utilize the same engineering controls, protective equipment, exposure monitoring, etc., that are required of a licensed asbestos contractor. For this reason, it is recommended that any asbestos related work be performed by a licensed asbestos contractor regardless of the quantity. (Most contractors without asbestos licensing do not have trained asbestos workers or the specialized tools and equipment required to</p>	Developer/ City	City	Prior to issuance of demolition and grading permits, confirm that these requirements are included as conditions of permit issuance.	<p>City to contact for the preparation of a Phase 2 study; City to hire a contractor to remediate the site, if necessary. The contractor shall prepare a Site Health and Safety Plan acceptable to the City and regulatory agencies and comply with its provisions. The City shall monitor compliance with the Health and Safety Plan and transportation requirements for affected soils.</p> <p>City shall hire a incensed asbestos contractor to remove asbestos. The City shall hire a demolition contractor to develop Demolition plan. City to monitor compliance with the Demolition plan.</p>

[1] The Toxic Substances Control Act sets forth regulations protecting workers during asbestos abatement projects. These regulations require that all such projects involving three or more square feet of asbestos be reported to the EPA ten days before the project begins.

[2] 29 Code of Regulation (CFR) Parts 1910.1001 and 1926.58 set forth OSHA regulations protecting workers removing asbestos during building demolition.

[3] BAAQMD Regulation II, Rule 2, regulates demolition, renovation, and removal of building elements containing more than 160 square feet of friable asbestos material, and sets forth requirements for the disposal of such material and for reporting such activity.

IDENTIFIED IMPACT	RELATED MITIGATION MEASURE	MONITORING			REPORTING OR MONITORING METHOD
		Impl. Entity	Monitoring and Verification Entity	Timing Requirements	
represents a <i>potentially significant environmental impact</i> .	<p>properly perform asbestos related work.)</p> <p>Lead and asbestos surveys should be reviewed/performed and a <i>Demolition Plan</i> for safe demolition of existing structures at the project site should be prepared. All transportation of hazardous or contaminated materials from the site shall be performed in accordance with an approved <i>Demolition Plan</i> and <i>Removal Action Workplan</i>. The <i>Demolition Plan</i> should address both on-site worker protection and off-site resident protection from both chemical and physical hazards. All contaminated building materials shall be disposed of at appropriate licensed landfill facilities. Prior to whole-scale demolition, hazardous building materials such as mold; peeling, chipping and friable lead-based paint; and asbestos-containing building materials, should be removed in accordance with all applicable guidelines, laws and ordinances. The <i>Demolition Plan</i> should include a program of air monitoring for dust and mold particulates and attached contaminants. Dust control and suspension of work during dry windy days should be addressed in the <i>Demolition Plan</i>.</p> <p>For the impact of flaking and peeling lead paint, the requirements of Title 8, California Code of regulations, Section 15321. (T8 CCR 1532.1) must be followed.</p> <p>Project commitment to this mitigation would reduce this impact to a <i>less-than-significant level</i>.</p>				
<p><b>Impact HAZ-2: Presence of Registered Underground Storage Tank.</b> The previous presence of registered underground storage tanks (USTs) containing petroleum products associated with the previous Texaco Gas station operation on the project site (parcel #12 on Figure 5) is indicated on a 1998 State Department of Toxic Substance Control (DTSC) manifest in City files. As a result, petroleum and hydrocarbons (i.e., gasoline) could be present in underlying soils and groundwater. Construction workers and members of the public may be exposed to these hazardous materials during project construction activities, representing a</p>	<p><b>Mitigation HAZ-2: Presence of Registered Underground Storage Tank.</b> As a condition of grading permit approval for the proposed project, a Phase II Environmental Investigation shall be undertaken by the City of Alameda. The Phase II investigation would include actual sampling and laboratory analysis of the soil and groundwater on the project site for hazardous materials to identify the nature and extent of these materials in soil and/or groundwater. The following process shall also be undertaken by the City in order to more fully identify and reduce potential impacts associated with the project:</p>	Developer	City	Prior to issuance of grading and building permits, confirm that these requirements are included as conditions of issuance.	See HAZ-1

IDENTIFIED IMPACT	RELATED MITIGATION MEASURE	MONITORING			REPORTING OR MONITORING METHOD
		Impl. Entity	Monitoring and Verification Entity	Timing Requirements	
potentially significant project impact.	<p>To the extent necessary after identification in the Phase II Investigation, and with consultation with appropriate agencies, any affected soil shall be removed, transported and disposed of in an appropriate manner in accordance with federal, state, and local regulations.</p> <p>Potential health and safety impacts associated with excavation within sites where a chemical release has occurred would be minimized by implementing legally required health and safety precautions. For hazardous waste workers, federal and California Occupational Safety and Health Administration (Cal/OSHA) regulations mandate an initial training course and subsequent annual training. Site-specific training may also be required for some workers. Preparation and implementation of a <i>Site Health and Safety Plan</i> and compliance with applicable federal, state, regional, and local regulations would minimize impacts to public health and the environment. The plan would include identification of chemicals of concern, potential hazards, personal protection clothing and devices, and emergency response procedures, as well as required fencing, dust control or other site control measures needed during demolition and excavation. In protecting the workers who would be closest to potential sources of hazardous materials, these health and safety measures would also serve to protect others who live, work, or visit the area during the temporary demolition and construction period. These measures would serve to protect human health and the environment during site demolition, excavation and grading activities, thus minimizing impacts associated with exposure to hazardous materials.</p> <p>The potential air quality impacts of such a hazardous materials remediation program are also addressed on page 3-13 of this document (under: "Toxic Air Contaminant Emissions").</p> <p>Project commitment to this mitigation measure would reduce this impact to a <i>less-than-significant level</i>.</p>				

		MONITORING			REPORTING OR MONITORING METHOD
	RELATED MITIGATION MEASURE	Impl. Entity	Monitoring and Verification Entity	Timing Requirements	
IDENTIFIED IMPACT					
<b>NOISE</b>					
<b>Impact NOI-1: Land Use/Noise Compatibility.</b> The projected year 2010 noise environment along Central Avenue and Oak Street (60 to 64 dB L <sub>90</sub> ) would make the proposed project along these frontages "Conditionally Acceptable" under the land use/noise compatibility standards of the City of Alameda General Plan Health and Safety Element. The Health and Safety Element indicates that "New construction or development [in such a noise environment] should be undertaken only after detailed analysis of the needed noise reduction features is made and noise reduction requirements are included in the [project] design." These provisions indicate a <i>potentially significant noise impact</i> unless an adequate acoustical analysis is conducted and any study-indicated mitigation needs are incorporated into the project design.	<b>Mitigation NOI-1: Land Use/Noise Compatibility.</b> Conduct and submit an <i>acoustical study</i> that identifies to City satisfaction the noise insulation features and other elements to be included in the design of the project theater rehabilitation, retail and cineplex components sufficient to maintain interior noise levels at or below City standards (45 L <sub>90</sub> ). This report shall be submitted to and approved by the Planning and Building Department prior to issuance of a building permit. Project commitment to this mitigation measure would reduce this impact to a <i>less-than-significant level</i> .	Developer	City	Prior to issuance of building permits, confirm that these requirements are included as conditions of permit issuance.	The City shall require the submission of an acoustical study as a part of the building permit application.
<b>TRANSPORTATION/TRAFFIC</b>					
<b>Impact TRANS-1: Santa Clara Avenue/Oak Street Intersection--Base Conditions Plus Project Option A (Small Parking Structure).</b> During the PM peak hour, levels of service would drop from LOS C to LOS E at the Santa Clara Avenue/Oak Street intersection with the implementation of project Option A (small parking structure), resulting in a significant impact.	<b>Mitigation TRANS-1: Santa Clara Avenue/Oak Street Intersection--Base Conditions Plus Project Option A (Small Parking Structure).</b> Modify the signal timing at this intersection to give the greater percentage of time to the north/south traffic flow rather than the east/west traffic flow. Implementation of this measure would improve intersection operations to LOS D, reducing this impact to a <i>less-than-significant level</i> .	Developer	City	Prior to occupancy	Public Works Department to verify that improvements have been installed.
<b>Impact TRANS-2: Santa Clara/Broadway Intersection--Base Conditions Plus Project Option B (Large Parking Structure).</b> During the PM peak hour, levels of service at the Santa Clara/Broadway intersection would degrade from LOS D to LOS E with the implementation of project Option B (large parking structure), resulting in a <i>significant impact</i> .	<b>Mitigation TRANS-2: Santa Clara/Broadway Intersection--Base Conditions Plus Project Option B (Large Parking Structure).</b> Modify the signal timing at this intersection to include a north-south split phase. Implementation of this measure would improve PM peak hour intersection operations to LOS C and reduce this impact to a <i>less-than-significant level</i> .	Developer	City	Prior to occupancy	Public Works Department to verify that improvements have been installed.
<b>Impact TRANS-3: Santa Clara Avenue/Oak Street Intersection--Cumulative Conditions Without Project.</b> During the PM peak hour, levels of service would drop from LOS C to LOS E at the Santa Clara Avenue/Oak Street	<b>Mitigation TRANS-3: Santa Clara Avenue/Oak Street Intersection--Cumulative Conditions Without Project.</b> Modify the signal timing at this intersection to give the greater percentage of time to the north/south traffic flow rather than the	Developer	City	Prior to occupancy. Monitoring to occur annually.	Public Works Department to verify that improvements have been installed.  Public Works to monitor

IDENTIFIED IMPACT	RELATED MITIGATION MEASURE	MONITORING			REPORTING OR MONITORING METHOD
		Impl. Entity	Monitoring and Verification Entity	Timing Requirements	
intersection as a result of cumulative growth without or with the project, resulting in a <i>significant impact</i> .	<p>east/west traffic flow (see Mitigation TRANS-1). The Level of Service at this intersection should be monitored and as warranted, add exclusive eastbound and westbound left-turn lanes with exclusive left-turn signal phasing. Implementation of this measure would improve PM peak hour intersection operation to LOS D and reduce this impact to a <i>less-than-significant level</i>.</p> <p>There are presently bus zones in front of the old Library and City Hall; the creation of an eastbound turn lane on Santa Clara Avenue would require the restriping of lanes to avoid temporary blockage of the eastbound through travel lane by buses. The implementation of this turn lane may also require the removal of one or two on-street parking spaces in front of City Hall, depending on the length of the turn lane. Implementation of the westbound left-turn lane would require removal of up to five parking spaces on the north side of Santa Clara Avenue approaching Oak Street.</p>				intersection and ensure fair share contribution is made if additional improvements are warranted.
<b>Impact TRANS-4: Santa Clara/Broadway Intersection—Cumulative Conditions Without Project.</b> In the AM peak hour the Santa Clara Avenue/Broadway intersection would degrade from LOS C to LOS E and in the PM peak hour from LOS D to LOS F, as a result of cumulative growth in Alameda, resulting in a <i>significant impact</i> without or with the project.	<p><b>Mitigation TRANS-4: Santa Clara/Broadway Intersection—Cumulative Conditions Without Project.</b> Modify the signalization at this intersection by adding exclusive northbound and southbound left-turn lanes through the removal of on-street parking. Implementation of this measure would improve intersection operations to LOS D in both the AM and PM peak hour, reducing this impact to a <i>less-than-significant level</i>.</p> <p>These improvements would result in the loss of approximately six on-street parking spaces: two spaces on southbound Broadway and four spaces on northbound Broadway. The southbound Broadway spaces are located in front of commercial establishments. The northbound Broadway spaces are located in front of residential units.</p>	Developer	City	Prior to occupancy	Public Works Department to verify that improvements have been installed.
<b>Impact TRANS-5: Lincoln Avenue/Tilden Way/Park Street Intersection—Cumulative Conditions Without Project.</b> In the PM peak hour, the Lincoln Avenue/Tilden Way/Park Street intersection would degrade from LOS C to LOS E as a result of cumulative growth in Alameda, resulting in a <i>significant impact</i> without or with the project.	<p><b>Mitigation TRANS-5: Lincoln Avenue/Tilden Way/Park Street Intersection—Cumulative Conditions Without Project.</b> Add an exclusive left-turn signal phasing on the eastbound and westbound Lincoln Avenue/Tilden Way approaches to this intersection. Implementation of this measure would reduce average delays at the intersection and improve PM peak hour intersection operations to LOS C, reducing this impact to a <i>less-than-significant level</i>.</p>	Developer	City	Prior to occupancy	Public Works Department to verify that improvements have been installed.



IDENTIFIED IMPACT	RELATED MITIGATION MEASURE	MONITORING			REPORTING OR MONITORING METHOD
		Impl. Entity	Monitoring and Verification Entity	Timing Requirements	
Impact TRANS-6: Santa Clara Avenue/Park Street Intersection--Cumulative Conditions Without Project. In the Saturday mid-day peak hour, the Santa Clara Avenue/Park Street intersection would degrade from LOS C to LOS E as a result of cumulative growth in Alameda, resulting in a <i>significant impact</i> without or with the project.	<p>Mitigation TRANS-6A: Santa Clara Avenue/Park Street Intersection--Cumulative Conditions Without Project. As weekend traffic increases, there may be a need to restrict left-turn movements at the Santa Clara Avenue/Park Street intersection. This measure would divert traffic away from the intersection and additional traffic would be expected on Oak Street as a result. The level of service at this intersection should be monitored and left turn restrictions put in place as warranted. Such left-turn restrictions have proven effective in limiting significant impacts during the PM peak hour and are projected to reduce this impact during the Saturday mid-day period to a <i>less-than-significant level</i>.</p> <p>These improvements would result in the loss of approximately 10 on-street metered parking spaces on Santa Clara Avenue on the north side, west of Park Street and south side, east of Park Street.</p> <p><b>OR</b></p> <p>Mitigation TRANS-6B: Santa Clara Avenue/Park Street Intersection--Cumulative Conditions Without Project. As weekend traffic increases, add left-turn lanes and exclusive left-turn signal phasing on the eastbound and westbound Santa Clara Avenue approaches to Oak Street. Implementation of this measure would improve Saturday mid-day peak hour operation to LOS D, reducing this impact to a <i>less-than-significant level</i>.</p>	Developer	City	Monitoring to occur annually	Public works to monitor intersection and ensure fair share contribution is made if additional improvements are warranted.
		Developer	City	Monitoring to occur annually	Public works to monitor intersection and ensure fair share contribution is made if additional improvements are warranted.
Impact TRANS-7: Santa Clara Avenue/Oak Street Intersection--Cumulative Conditions Plus Project Option A (Small Parking Garage) or Project Option B (Large Parking Garage). Operations at the Santa Clara Avenue/Oak Street intersection would degrade from LOS E to LOS F during the PM peak hour with the implementation of project Option A (small parking structure), resulting in a <i>significant impact</i> . Intersection operations would remain at LOS E in the PM peak hour with implementation of project Option B (large parking structure).	Mitigation TRANS-7: Santa Clara Avenue/Oak Street Intersection--Cumulative Conditions Plus Project Option A (Small Parking Garage) or Project Option B (Large Parking Garage). Implementation of Mitigation TRANS-3 above would improve PM peak hour intersection operation to LOS D, reducing this impact to a <i>less-than-significant level</i> for project Option A (small parking structure). Although project Option B (large parking structure) does not result in a significant impact at this intersection, implementation of this measure would improve PM peak hour intersection operation to LOS D for project Option B.	Developer	City	Prior to occupancy	See TRANS-3

IDENTIFIED IMPACT	RELATED MITIGATION MEASURE	MONITORING			REPORTING OR MONITORING METHOD
		Impl. Entity	Monitoring and Verification Entity	Timing Requirements	
	The Alameda Public Works Department would need to monitor this intersection as development occurs in Alameda to address the cumulative impact associated with general growth in Alameda.				
Impact TRANS-8: Lincoln Avenue/Tilden Way/Park Street Intersection--Cumulative Conditions Plus Project Option A (Small Parking Garage) or Project Option B (Large Parking Garage). For project Option A (small parking structure), the Lincoln Avenue/Tilden Way/Park Street intersection would degrade from LOS E to LOS F during the PM peak hour resulting in a <i>significant impact</i> . For project Option B (large parking structure), intersection operation would remain at LOS E in the PM peak hour, but delays would increase.	Mitigation TRANS-8: Lincoln Avenue/Tilden Way/Park Street Intersection--Cumulative Conditions Plus Project Option A (Small Parking Garage) or Project Option B (Large Parking Garage). The adding of exclusive left-turn signal phasing on the eastbound and westbound Lincoln Avenue/Tilden Way approaches to this intersection (Mitigation TRANS-5) would result in LOS C operation in the PM peak hour for both project options, thereby reducing this project-related impact to a <i>less-than-significant level</i> .  This mitigation measure would require elimination of six to eight metered parking spaces. The Alameda Public Works Department would need to monitor this intersection as development occurs in Alameda to address the cumulative impact associated with general growth in Alameda.	Developer	City	Monitoring to occur annually	Public works to monitor intersection and ensure fair share contribution is made if additional improvements are warranted.
Impact TRANS-9: Santa Clara Avenue/Park Street Intersection--Cumulative Conditions Plus Project Option A (Small Parking Garage) or Project Option B (Large Parking Garage). The Santa Clara Avenue/Park Street intersection would degrade from LOS E to LOS F during the Saturday mid-day peak hour with the implementation of project Options A or B, representing a <i>significant impact</i> .	Mitigation TRANS-9A: Santa Clara Avenue/Park Street Intersection--Cumulative Conditions Plus Project Option A (Small Parking Garage) or Project Option B (Large Parking Garage). As weekend traffic increases, there may be a need to restrict left-turn movements at the Santa Clara Avenue/Park Street intersection (Mitigation TRANS-6A). This measure would divert traffic away from the intersection, resulting in additional traffic on Oak Street. The level of service at this intersection should be monitored and left turn restrictions put in place as warranted. Such left-turn restrictions have proven effective in avoiding significant impacts during the PM peak hour and are projected to reduce this intersection impact during the Saturday mid-day period to a <i>less-than-significant level</i> .  <b>OR</b>  Mitigation TRANS-9B: Santa Clara Avenue/Park Street Intersection--Cumulative	Developer	City	Monitoring to occur annually.	Public works to monitor intersection and ensure fair share contribution is made if additional improvements are warranted.
		Developer	City	Monitoring to occur annually.	Public works to monitor intersection and ensure fair share contribution is made if additional improvements are warranted.

IDENTIFIED IMPACT	RELATED MITIGATION MEASURE	MONITORING			REPORTING OR MONITORING METHOD
		Impl. Entity	Monitoring and Verification Entity	Timing Requirements	
	<p>Conditions Plus Project Option A (Small Parking Garage) or Project Option B (Large Parking Garage). As weekend traffic increases, add left-turn lanes and exclusive left-turn signal phasing on the eastbound and westbound Santa Clara Avenue approaches to Park Street (Mitigation TRANS-6B). Implementation of this measure would improve Saturday mid-day peak hour intersection operation to LOS D, reducing this impact to a <i>less-than-significant level</i>.</p>				additional improvements are warranted.

I, the undersigned, hereby certify that the foregoing Resolution was duly and regularly adopted and passed by the Council of the City of Alameda in a regular meeting assembled on the \_\_\_\_\_ day of \_\_\_\_\_, 2005, by the following vote to wit:

AYES

NOES:

ABSENT:

ABSTENTIONS:

IN WITNESS, WHEREOF, I have hereunto set my hand and affixed the seal of said City this \_\_\_\_\_ day of \_\_\_\_\_, 2005.

\_\_\_\_\_  
Lara Weisiger, City Clerk  
City of Alameda

**CITY OF ALAMEDA**  
**MEMORANDUM**

To: Honorable Chair and  
Members of the Community Improvement Commission

Honorable Mayor and  
Members of the City Council

From: William C. Norton  
Acting Executive Director/City Manager

Date: April 20, 2005

Re: 1) Resolution of the Community Improvement Commission of the City of Alameda Approving and Authorizing Payment of Certain Public Improvements to the Park Street and Otis Drive Intersection; and

2) Resolution of the City Council Approving and Authorizing Execution of a Public Improvements Construction Agreement between the City and Harsch Investment Corporation

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**BACKGROUND**

Harsch Investment Corp. has undertaken an expansion and renovation of South Shore Center, including a planned 112,000-square-foot expansion. On July 28, 2003, the Planning Board approved Resolution 03-40, providing conditional approval for the first phase of this project, including a net expansion that would increase the size of the Center from 545,000 s.f. to approximately 590,000 s.f. South Shore is by far the largest retail center in Alameda and contributed just over \$1,000,000 in sales tax revenue to the City in 2004. Once South Shore expands, the existing traffic volumes and added trips will necessitate an upgrade to the signal at Otis Drive and Park Street. Therefore, PB Resolution 03-40 (Attachment 1) requires that the traffic signal at Park and Otis be upgraded to a fully actuated operation to accommodate background traffic and new trips anticipated by the revitalized center. The upgrades required are not all attributable to South Shore. This intersection is key to the north/south and east/west movement of traffic in this part of the City. The smooth function of this intersection is also key to the behavior of traffic along the full length of Park Street as well as Otis Drive. Because the function of this area impacts the function of Park Street, it is proposed that the City's portion of the upgrade be financed by the resources from the Business and Waterfront Improvement Project (BWIP) Area. Because South Shore is not the only contributor of traffic to this intersection, the upgrade requires a contribution from the City for the non-South Shore Center traffic impacts. Resolution PB 03-40 references preparation of a financial agreement to divide the cost of construction.

Community Redevelopment Law provides for the funding of improvements to public facilities located inside or outside of a Redevelopment Project Area, provided the City Council determines that: (1) improvements are of benefit to the Project Area, and (2) no other reasonable means of publicly financing the improvements are available.

*Dedicated to Excellence, Committed to Service*

**Re: Resolutions #2 –  
Council/CIC  
5-3-05**

Honorable Mayor and  
Members of the City Council

### **DISCUSSION/ANALYSIS**

The City of Alameda General Plan includes a “not to exceed” delay standard of 55 seconds/vehicle for the entire intersection, or Level of Service (LOS) D. According to PB Resolution 03-40, the existing signal at Park Street and Otis Drive currently operates at minimum LOS D based on existing trips. Expansion by South Shore Center will cause the projected level of service to drop to LOS E (65.6 seconds) during the weekend mid-day peak hour. Without the modifications, lengths of queues will extend into the Park Street business district portion of the BWIP, causing delays that would exceed the maximum delay standard of LOS D. Once converted to a fully actuated signal, and after South Shore’s expansion, the intersection LOS will improve to C (24.4 seconds) during the weekend mid-day peak hour. In addition, the modifications will enable the City to coordinate the traffic signals within the business district with the Park/Otis signal improving the overall progression in the district.

The cost of conversion from timed operation to fully actuated operation, including allowance for payment by Harsch of prevailing wage, is estimated to be up to \$300,000. This includes design, construction and inspection and would involve the installation of a new signal controller, vehicle loop detectors, signal mast arms, and traffic striping modifications. The City’s General Fund does not have adequate resources to undertake the improvements. Under the proposed Agreement (on file with the City Clerk), the City will have the authority to review and approve the construction contract amount. Under the Agreement, Harsch’s share of the total cost will be \$100,000; the City’s share would be capped at \$200,000, including the City design costs. The City is responsible for preparing design and construction specifications. Harsch will construct the improvements.

### **FINANCIAL IMPACT**

There is no impact to the General Fund. Within the Merged BWIP/WECIP budget, there are \$70,000 of unallocated funds that will be committed for this purpose during FY 2004-2005. The balance of \$130,000 will be included in the proposed Merged BWIP/WECIP budget for FY 2005-2006 from available tax increment. The CIC and the City entered into a Cooperation Agreement dated June 18, 1991, which authorizes the CIC to reimburse the City for, among other things, provision of public improvements that benefit the Project Area.

At completion, the renovation and proposed expansion of South Shore Center is estimated to generate over \$440,000 in new annual sales and property tax revenue for the General Fund (Attachment 2). In addition to these annual increases the City will receive approximately \$480,000 in one-time construction improvement tax payments. The CIC’s contribution to this project will be limited to a maximum of \$200,000.

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Honorable Mayor and  
Members of the City Council

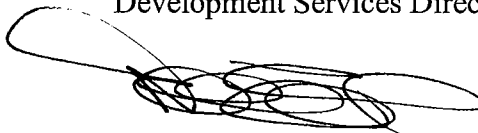
**RECOMMENDATION**

It is recommended that: 1) the Community Improvement Commission of the City of Alameda adopt a resolution approving and authorizing payment of certain public improvements to the Park Street and Otis Drive Intersection; and 2) it is recommended that the City Council adopt a Resolution approving and authorizing execution of a Public Improvements Construction Agreement between the City and Harsch Investment Corporation.

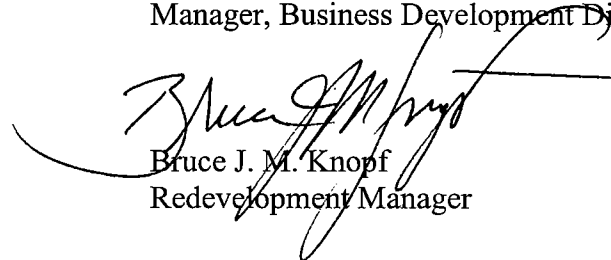
Respectfully submitted,



Leslie A. Little  
Development Services Director



By: Dorene E. Soto  
Manager, Business Development Division



Bruce J. M. Knopf  
Redevelopment Manager

WCN/LAL/DES/BJMK:rv

Attachments: 1) Planning Board Resolution 03-40  
2) Sales Tax Revenue Projection

cc: Randy Kyte, Harsch Investment Corporation  
Michael Corbitt, Harsch Investment Corporation

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**CITY OF ALAMEDA PLANNING BOARD  
RESOLUTION NO. PB-03-40**

A RESOLUTION OF THE PLANNING BOARD OF THE CITY OF ALAMEDA APPROVING PLANNED DEVELOPMENT AMENDMENT, PDA02-003, AND MAJOR DESIGN REVIEW, DR02-095 FOR RECONSTRUCTING AND EXPANDING AN EXISTING SHOPPING CENTER AT 2160 OTIS DRIVE, SOUTH SHORE SHOPPING CENTER

WHEREAS, an application was made on July 30, 2002 by Harsch Investment Corp and its affiliate Harsch Investment Realty LLC Series C requesting a Planned Development Amendment, PDA02-003 and Major Design Review DR02-095, to permit the reconstruction of 545,000 square foot shopping center, and addition of a net 112,000 square feet of retail and office floor area, and amendment to parking regulations for the Center; and

WHEREAS, the application was determined to be incomplete for processing by letter dated August 29, 2002; and was subsequently accepted as complete on February 11, 2003; and

WHEREAS, the subject property is designated as Community Commercial on the General Plan Diagram; and

WHEREAS, the subject property is located in a C-2-PD, Central Business District, Planned Development Combining Zoning District; and

WHEREAS, the Board held a public hearing on this application on May 12, 2003, concluded July 28, 2003, and examined pertinent maps, drawings, and documents dated May 31, 2002 through July 21, 2003 (site plan) and March 11, 2003 (phasing plan); and

WHEREAS, the Board made the following findings relative to the Planned Development:

1. The proposed Planned Development is consistent with the General Plan which specifies commercial uses for the site, which is designated as Community Commercial. The Community Commercial designation is intended for a wide range of commercial stores and services, ranging from small stores to larger, auto-oriented businesses. The proposed expansion of retail commercial, restaurant and office uses would be consistent with this designation.
2. The Planned Development is a more effective use of the site than is possible under the regulations for the C-2 zoning district because a Planned Development allows for consolidation of parking and driving aisles for parcels and a comprehensive site design including building location, parking lot design, landscaping and internal circulation to use a site which historically has been linked in this manner.



3. The Planned Development, because it incorporates all the mitigations of the Mitigated Negative Declaration, will not have a significant adverse effect on adjacent land uses.

WHEREAS, the Board made the following findings relative to the Major Design Review:

1. The project will have no significant adverse impacts on persons or property in the vicinity because the design of the stores is of a similar horizontal low-profile nature to structures in the area and have a unified style and theme fitting to the 1950's-1970's period in which South Shore developed as a neighborhood.
2. As conditioned, the project will be compatible and harmonize with the design and use of the surrounding area because the buildings would extend the materials, proportions and sizes of stores in the Shopping Center in a manner consistent with past practice.
3. As conditioned, the project is consistent with the City of Alameda Design Review Guidelines because the materials, surfaces, shapes and landscaping relate to nearby structures and provide an attractive streetscape as viewed from adjacent streets and residential areas.

WHEREAS, an Initial Study was prepared on the project pursuant to the California Environmental Quality Act, State Clearinghouse Number 2003-042-073, and was circulated for public review between April 12, 2003 and May 12, 2003; and no comments were received which identified new significant environmental impacts which were not already discussed or mitigated in the Initial Study; and

WHEREAS, on May 12, 2003 the Board found the Initial Study complete and correct, and after considering public testimony including documents, adopted a Mitigated Negative Declaration, IS02-0006 and Mitigation Monitoring Program, to address the environmental impacts related to this project, finding no significant environmental impacts from the project as mitigated;

THEREFORE BE IT RESOLVED that the Planning Board of the City of Alameda approves Planned Development Amendment PDA02-003 and Major Design Review DR02-095, phases II-a, II-b and IV-a only, subject to the following conditions:

1. APPROVED PLAN. The project shall be constructed in substantial compliance with:
  - a) the plans consisting of 30 sheets dated May 31, 2002 through July 21 (site plan) and March 11, 2003 by Field Paoli Architects, et al. including Buildings 100 and 600 (DR03-0038) and excluding phases III, IV-b and later phases except pedestrian malls; for the northerly sidewalk between Office Max and future Building 1500, sidewalk width is 4 feet and travel lanes for vehicles are each 10 feet wide;

- b) a sign program adopted by Planned Development Amendment PDA-97-05 on December 8, 1997, as amended by tenant signage revision dated March 31, 2003 by Field Paoli Architects titled "Tenant Sign Design Criteria," in 18 pages; and
- c) communication dated April 11, 2003 by Harsch Investment Corp, incorporating all mitigation measures of the Initial Study into the project.
- d) Where feasible, the project includes signs directed toward pedestrians and other feasible measures within applicant control to minimize any conflicting movements between pedestrians at the Washington Mutual ATM machines in the rear of the Washington Mutual building and the adjacent east-west drive aisle on the Center's parking area, to the satisfaction of the Public Works Director. A pedestrian walkway at least 4 feet wide shall be constructed prior to occupancy of Phase II-b, from Office Max to the current Chevron site.
- e) Phase III, IV-b and later phases are specifically not approved, except that pedestrian mall areas are included in the approved phases. Building 1800 along Shoreline Drive, originally shown in Phase II-a, is specifically not approved. However, the denial is without prejudice to a later resubmittal of a new environmental review with traffic study, conforming to California Environmental Quality Act guidelines; and a new Planned Development Amendment and Major Design review.
- f) The following guidelines are requested to be incorporated into resubmittal of the phases not approved at this time:
  - 1) Provision of a site for future gasoline sales.
  - 2) Shoreline orientation of the approximately 2 acres at Park Street and Shoreline Drive, including the current Picante Restaurant site and planned Building 1800.
  - 3) Inclusion in future phases of bus stops, pedestrian and bicycle paths, bicycle racks, landscaping improvements equal to or better than the improvements shown in the approved phases.

Such plans and letter constitute Exhibit "A", on file in the office of the City of Alameda Planning Department, and are approved except as modified by the conditions in this Resolution.

- 2. VESTING. The Planned Development Amendment shall terminate on July 28, 2004, unless actual construction under valid permits has begun, or the developer applies for and is granted an extension prior to expiration; the Planning and Building Director is directed by the Planning Board to rule upon an extension on their behalf. The Planned Development Amendment approval shall not be in force and effect, and no building permits will be issued, unless and until the developer has completed a Lot Merger, Lot Line Adjustment or Parcel Map to eliminate any encroachment of building walls over property lines, to the satisfaction

of the Planning and Building Director. The Design Review approval shall terminate on January 28, 2004, unless actual construction under valid permits has begun, or the developer applies for and is granted an extension prior to expiration. For initial project vesting, construction within the timelines herein under DR03-038 for Buildings 100 and 600 with adjacent interior malls shall vest both PDA and Design Review for Phase II-a. Once vested, the PDA and Design Review are approved for a maximum of a limited one and one-half year (1 1/2) year construction period from the date of this Resolution and shall EXPIRE on January 28, 2005 for any portion of this project approval that has not been vested and any additional substantial alteration thereafter shall require a new PDA and Design Review.

**PHASING THE PLANNED DEVELOPMENT.** Phasing is tentatively outlined in Exhibit "A" phasing sheet dated March 2003 from Field Paoli Architects with colors designating phases, subject to Director approval. Only areas shown in construction of Phases II-a, II-b and IV-a, which shall include completion of the pedestrian mall areas currently shown in Phases IV-b and V, may be constructed. Phasing Amendments shall be as approved by the Planning and Building Director, with balanced improvements to parking, landscaping, public facilities including drainage, utilities and transportation.

**AMENDMENTS TO THE PLANNED DEVELOPMENT.** Pursuant to Alameda Municipal Code, minor architectural changes such as storefronts, door and window openings with less than 5% (five percent) change in floor area may be approved administratively by the Planning and Building Director in Design Review.

3. **LEASING .** The applicant shall provide copies of these conditions with each lease over 10,000 square feet or to smaller leases upon request.
4. **TRANSPORTATION.**  
Prior to issuance of a Building Permit for the site, the applicant shall execute an agreement with the Public Works Director to implement the following measures:

**OTIS/PARK INTERSECTION.** Currently during Baseline conditions Otis/Park intersection operates at LOS D with an additional 150 feet of southbound right turn lane. Within 6 months the City Public Works Department (PW) will remove 150 feet of parking on the west side to provide for a dedicated southbound right turn lane. During Baseline Plus Project conditions this intersection will operate at LOS E (65.6 seconds) during the weekend mid-day peak hour. For Baseline Plus Project it is required that the signal be changed from pre-timed operation to fully-actuated. This will involve the installation of a new signal controller, vehicle loop detectors, signal mast arms, traffic striping modifications and all equipment necessary to fully actuate the intersection. With these improvements the intersection LOS will improve to C (24.4 seconds) during the weekend mid-day peak hour. For Cumulative Plus Project additional lanes will be required.

At the time the total shopping center area increases beyond 590,000 square feet PW will require the applicant to submit design drawings with the building permit application. At the

time the building permit is issued, PW will require the intersection improvements be awarded for construction. The City continues to work with the applicant regarding his request for financial assistance with construction of the signal. Certificate of occupancy will not be issued until construction of the required intersection improvements are completed. The applicant will have 100% responsibility for construction of these improvements, review, permitting, inspection and processing. The applicant may elect to request the City construct the improvements and provide the City with the necessary funding. If this option is selected, negotiations would be needed so that a design would be ready to meet the schedule identified above. The cost for additional lanes will be shared between the City and the applicant based upon a prorated traffic contribution.

OTIS/PROJECT ACCESS-TRADER JOE'S DRIVEWAY. Currently the unsignalized intersection of Otis/Project Access-Trader Joe's driveway operates at LOS C and therefore no mitigation is needed. The signal warrant associated with the northbound approach from the shopping center meets the peak hour warrant for signalization during the weekday PM peak hour and weekend mid-day peak hour. At Cumulative Plus Project the northbound left turn movement will gradually degrade. Therefore, if applicants would like to install a signal to improve the traffic operations at this location they will have 100% financial responsibility.

OTIS/PROJECT ACCESS-EASTERNMOST DRIVEWAY. Based on observed and project vehicle queuing on Otis Drive during peak commute periods, it is required that this driveway be limited to right-turn-only inbound/outbound with a physical barrier (concrete channelization island to accommodate right turn in and right turn out movement). An annual monitoring will be conducted to review the conflict of right out movement with Otis Drive eastbound through traffic. The applicant will have 100% responsibility for construction of these improvements, review, permitting, inspection and processing.

PARK/PROJECT ACCESS NORTH DRIVEWAY. With projected vehicle queues for the southbound right-turn movement from Park Street into the project driveway, it is required that the intersection be monitored for potential vehicle queuing conflicts. An annual monitoring report is to be submitted to PW in a pre-approved format. If the Public Works Director receives any objections to the traffic into this driveway, the Director will have the prerogative to request additional monitoring reports from the applicant. Should vehicle queuing at this intersection for southbound right-turns cause conflicts PW will require the installation of a separate right-turn deceleration lane. The applicant will have 100% responsibility for construction of these improvements, review, permitting, inspection and processing.

BICYCLE/TRANSIT/PEDESTRIAN. Based on meetings between AC Transit staff and the developer, transit routing will be located along Whitehall Drive, within the Center. Traveling in the eastbound direction, a transit stop will be located along Whitehall at the far (east) side of the intersection at South Shore Center Drive. A striped transit only lane, 10 feet wide, will be provided for a bus to pull out of the through traffic lane when loading/unloading passengers. Also along Whitehall, in the eastbound direction, a transit

stop will be located prior to the intersection with Park Street. In the westbound direction along Whitehall, transit stops, including striped transit only lanes (10 feet wide) will be located west of the intersection with Park Street (adjacent to Building 1500) and at the near side of the intersection with South Shore Center Drive. Back-out parking will not be permitted along a transit route. Bus turnouts may not double as temporary or permanent truck loading areas. Bus turnouts and platforms must be consistent with AC Transit Standards Manual. There will be a minimum of four (4) transit stop locations within the Center, two (2) in each direction. In addition, the actual bus stops/pads at the multi-modal transit center should be constructed of concrete rather than asphalt to prevent wear. Where possible as confirmed by the Public Works Director, bus stops shall be east of South Shore Center Drive. The easterly Whitehall transit terminal shall be separated from the truck loading area of Building 1500 by landscaped trellises, walls and other barriers to create a secure space for transit patrons.

Signs shall be placed throughout the shopping center directing transit patrons to the new transit stops. Each transit stop will be outfitted with bus shelters and bus benches consistent with ADA guidelines and the AC Transit Standards Manual. Crosswalks and ramps must be provided consistent with ADA guidelines.

Bicycle parking throughout the Center will be held to a standard of one (1) bicycle parking space per thirty (30) auto parking spaces. Locations and number of bicycle parking racks throughout the Center will be agreed upon by the Public Works Director or designee and the Developer on a phase by phase basis. The total number of spaces will attempt to remain as close as possible to the 1 to 30 ratio within reason. Proper signage will be located throughout the Center directing bicyclists to bicycle parking locations.

A 4 foot wide raised concrete pedestrian path will be installed from existing Chevron to existing Office Max on the east-west driveway to Public Works standards.

Where backout parking is adjacent to the main mall buildings, every 10<sup>th</sup> parking space in such areas will be striped for pedestrian access to the mall; except that the pedestrian space in ADA parking spaces will qualify as the pedestrian access at that point.

**BUS SHELTER.** Prior to issuance of building permits, the applicant shall submit and obtain Planning and Building Director and Building Official approval for design of at least four (4) all-weather bus shelters when the current bus shelter requires closure or relocation, and shall install the bus shelter prior to approval of occupancy.

Bus lines and shelters shall be designed to the satisfaction of Alameda Contra Costa Transit and the Public Works Director. Should AC Transit decide to suspend bus service for any reason, the Public Works Director shall determine that bus service near the Center will be a satisfactory substitute, prior to issuance of building permits for the subsequent phase.

Bus shelter, bus bench and cross walks shall comply with Americans with Disabilities Act Guidelines and be approved by the Public Works Director. Bus turnout and platforms are shown on Exhibit "A" and shall be consistent with AC Transit Standards Manual and bus stops shall be located per the manual apart from one another in an east-west direction unless modified by the Public Works Director.

5. OTHER PLANNED DEVELOPMENT REGULATIONS. All regulations of the Alameda Municipal Code shall apply to the Planned Development of South Shore Shopping Center, as amended, except where express provisions have otherwise been made in this Planned Development Amendment approval.
6. PARKING. The shopping center shall at all times operate with at least 4.0 parking spaces per 1,000 square feet of retail, restaurant or office area then being occupied or constructed, whichever is greater conforming to City parking design standards. Should the shopping center fall below the 4.0 parking spaces to 1,000 square feet ratio, the owner shall prevent construction of additional sufficient retail and office space so that the project returns to the 4.0/1,000 parking ratio overall. All parking areas on all parcels shall be made accessible to all other portions of the center through recorded documents including joint access and reciprocal parking easements to the satisfaction of the Planning and Building Director.
7. SIGNAGE PROGRAM. All signage installed at the site shall be in compliance with the approved signage program for South Shore Shopping Center, as outlined in PDA 97-05, Exhibit "C", consisting of nine pages, prepared by the applicant, stamped received "October 24, 1996", and on file in the Planning Department offices, except as modified by Exhibit "A" of this Planned Development Amendment. Back-lit (ground mounted-lighted) palm trees are not signs. No sign shall be installed without prior issuance of a sign permit.
8. ALAMEDA POWER AND TELECOM. The developer shall install new substructures including conduits, pullboxes, and transformer pads necessary to serve the proposed improvements. The developer shall grant all easements to Alameda Power and Telecom necessary for the provision and maintenance of electrical service to the site. Easements shall include metes and bound descriptions and plats and shall be prepared by a licensed land survey or civil engineer qualified to practice land surveying. Existing easements that are no longer applicable after the proposed improvements are operational shall be vacated at the direction of AP&T and City Engineer. Prior to issuance of permits for placement of structures, the approval of the Planning and Building Director regarding location and screening shall be obtained.
9. STORM AND SANITARY SEWER ANALYSIS Applicant shall provide in conjunction with building and site improvement plan submittals, storm drain and sanitary sewer flow calculations of the existing and proposed development. Pipes shall be upgraded as necessary to meet increase flows if applicable. Existing sanitary sewer pipes not requiring replacement shall be inspected and any inflow and infiltration from open joints, broken pipe, etc. shall be

rehabilitated by means acceptable to the City Engineer (i.e. slip lining, pipe bursting, replacement, inversion lining, etc.) by phase.

10. PLANS. Site civil improvement, traffic signing, striping and detouring, landscape, irrigation, utility, and urban runoff (see below) plans shall be submitted either separately or in conjunction with building plans to Building and Planning Services for review by the City Engineer.
11. FIRE DEPARTMENT. Prior to issuance of building permits, the applicant shall provide plans for approval of the Alameda Fire Department. The building shall be fitted with automatic fire sprinkler systems to NFPA 13 standards to the satisfaction of the Alameda Fire Department. Prior to raising building walls, the developer shall have already adjacent or install at his expense on-site one or more 3,000 gallon per minute fire hydrant(s) be located and installed to the satisfaction of the Alameda Fire Department.
12. URBAN RUNOFF. Redevelopment projects shall minimize stormwater pollutant discharges through implementation of construction sediment control and post-construction design and treatment measures, incorporating appropriate source control and site design measures to the maximum extent practicable per requirements of the Alameda Countywide Non-Pollutant Discharge Elimination System (NPDES) Municipal Stormwater Permit. Approval of this resolution does not lock-in the current NPDES permitting requirements for the life of the project. Subsequent changes to the NPDES permitting requirements may occur during project phasing and shall be incorporated into the design unless otherwise conditioned under the NPDES permit regulations.
  - a. Design review submittals shall include a table showing the amount of pervious and impervious areas prior to redevelopment and the amount of pervious and impervious area after redevelopment. Areas shall be given in square feet. Conceptual proposals shall be included during design review process showing methods by which impervious surfaces will be minimized and the entry of pollutants to the storm drain system will be reduced. Such methods may include methods such as pervious parking stalls using interlocking pavers, and sand filter inserts and units within storm drain structures.
  - b. Post-construction stormwater treatment control measures shall be included into project construction plans prior to issuance of any building or grading permit. A treatment measure operation and maintenance (O&M) plan shall be subject to review and approval by the City Engineer. O&M plans shall include treatment type, location, maintenance requirements, maintenance schedule and assurances of party responsible for O&M.
  - c. Landscaping shall be designed with efficient irrigation to reduce runoff, promote surface infiltration, and minimize the use of fertilizers and pesticides that can

contribute to stormwater pollution. Where feasible landscaping should be designed and operated to treat stormwater runoff.

- d. Construction activities shall comply with Notice of Intent (NOI) and Storm Water Pollution and Prevention Plan (SWPPP) NPDES permitting requirements. Design plans shall include a plan for erosion and sediment control measures that implements current Best Management Practices (BMPs) during construction activities. The erosion and sediment control plan is subject to review and approval by City Engineer.
  - e. Trash enclosures and/or recycling areas must be completely covered with no surface flows from other areas draining into this area. BMP's shall be implemented to prevent potential stormwater pollution. Self contained trash compactors are considered covered. These BMP's may include, but are not limited to, a regular program of sweeping, litter control and spill clean-up. Mobile washing and discharges must be conducted according to the Mobile Cleaner Best Management Practices for Waste Water Runoff developed by the Cleaning Equipment Trade Association.
  - f. Loading dock areas should be designed to minimize the amount of storm water run-on onto the loading dock area. Accumulated waste water that may contribute to the pollution of stormwater must be drained to the sanitary sewer, or diverted and collected for ultimate discharge to the sanitary sewer, or intercepted and pretreated prior to discharge to the storm drain system.
  - g. Food retailers (including restaurants and grocery stores) must be designed to prevent the discharge of washwaters from the cleaning of mats, equipment and containers to the storm drain system. Contained wash areas shall be covered or designed to prevent run-on or runoff from the area and shall not discharge to the storm drain system. BMP's shall be implemented to prevent potential stormwater pollution. These BMP's may include, but are not limited to, a regular program of sweeping, litter control and spill clean-up. Mobile washing and discharges must be conducted according to the Mobile Cleaner Best Management Practices for Waste Water Runoff developed by the Cleaning Equipment Trade Association.
  - h. The property owner shall ensure that BMPs are implemented to prevent potential stormwater pollution and to minimize the amount of flows to the sanitary sewer drains at locations indicated under e,f & g above. The Operation and Maintenance plans per Item #b above shall address these requirements.
13. LANDSCAPING. Prior to issuance of building permits the applicant shall specify the size, type and number of trees, shrubs and ground cover. All landscaping and irrigation shall be installed prior to approval of occupancy.



- a. The developer shall be required to install trees as shown on the approved landscaping plan for approved phases in Exhibit "A." Exact number of street trees to be planted, species, location and size of trees shall be to the satisfaction of the Planning and Building Director and the Public Works Director. Trees that are 15 gallon size or larger shall be specified unless otherwise directed by the Planning and Building Director. Each tree well shall have at least a 15 gallon tree approved by the Planning and Building Director. There shall be at least one tree per 4 to 8 parking spaces in any reconstructed portion of the parking lot, averaging 1 per 4 in the 46 acre project or as approved by the Director, with trees being installed with that phase prior to occupancy of adjacent reconstructed buildings. Eucalyptus trees are not approved. Palm trees may apply toward achieving the required tree ratio with Planning and Building Director approval on a phase by phase basis, and Planning Board approval of the first phase (Building 200), where the palm species provide suitable shade and greenery. The applicant shall obtain reports by certified professional arborist(s) regarding the most effective species of palms to be used, and the most effective pruning manner for canopy trees to promote spreading growth rather than maintaining initial tree size and spread. Each double parking row shall have at least two (2) trees except for Phase 1.
- b. Shrubs of a minimum 5 gallon container size shall be planted in landscape islands, the central mall and other areas, and other shrubs approved by the Planning and Building Director. At the entrance driveways, accent plants such as annual or perennial flowering plants and shrubs shall be installed to the satisfaction of the Planning Director.
- c. The applicant shall install rows of palm trees along each major north/south entrance driveway to the Center (3 from Otis Drive), as shown on Exhibit "A." Installed trees shall be secured and supported during the first year of planting by triangulated boards or other method approved by the City Building Official, following the practice used in 2002 for installation of palm trees leading to the Trader Joe's entrance, in order to avoid the 2002 toppling of trees in high winds.
- d. Landscaping including shrubs and trees or a decorative fence or wall shall screen all above-ground utility boxes and structures, to the satisfaction of the Planning and Building Director.
- e. Trees shall not be located within easements.
- f. Trees shall be maintained and watered in a healthy state to achieve a canopy of greenery within the parking areas. Diseased trees shall be removed and replaced immediately with healthy trees of the same or similar species.

14. **LIGHTING.** Prior to issuance of building permits, the applicant shall submit a lighting plan and details of lighting fixtures for Planning and Building Director review and approval. The lighting fixtures shall be substantially compatible with existing lighting fixtures in the Shopping Center parking lot. Lighting shall be installed in substantial compliance with City standards as determined by the Chief Building Official, Police Department and AP&T. All on-site lighting shall be downward-directed lighting and shielded to avoid lighting impacts on adjacent residential areas, except that palm trees may be back-lit by ground-mounted lights in the manner established for the palms leading to Trader Joe's in 2002.
15. **AFFORDABLE HOUSING COMPLIANCE.** The project is subject to the Affordable Housing Unit/Fee Ordinance (Alameda Municipal Code Section 27-1). The applicant must provide housing units, pay an in-lieu fee or prepare an Affordable Housing Unit/Fee Plan and secure the approval of the Housing Development Manager, prior to issuance of a building permit. The applicant must provide the housing units or pay the Affordable Housing fee, as calculated in the approved Plan, prior to issuance of the certificate of occupancy.
16. **CONSTRUCTION REGULATIONS**
  - a. Prior to start of work of demolition, remodeling or construction, the applicant shall provide a draft waste management plan to the Public Works Environmental Services Division. This can be in any format, but must include the following:
    - i. Contractor's name, address, and telephone number
    - ii. Project location and/or street address
    - iii. Anticipated start and completion dates of the project
    - iv. A list of materials expected to be generated (e.g., glass, wood, metal, drywall, concrete, bricks), the tonnage or volume of each material, how they are to be reused, disposed or recycled, and the destination/processor for that reuse, disposal or recycling.

The Environmental Services Division will review this draft plan, and any changes or recommendations shall be incorporated into the site plans for the project.

At the end of the demolition, remodeling or construction project, the contractor shall submit a report to the Environmental Services Division on actual tonnages disposed or recycled for each material, and the actual destination/processor.
  - b. Construction activities shall be limited to the hours of 7:00 a.m. and 7:00 p.m. Monday through Friday. Noise-generating construction activities shall be limited to the hours of 8:00 a.m. and 5:00 p.m. except that within the main mall, construction may commence at 7:00 am with City Engineer approval. Work on Saturdays shall require special approval of the city engineer. No construction activity shall be permitted on Sundays or State and Federal holidays. Work requiring inspection after

3:30 p.m. weekdays will require city construction inspection fee at time and a half (1-1/2). Said fee will be in accordance with the latest public works fee overtime schedule. Work done on Saturdays requiring inspection is prohibited unless approved by the city engineer and an inspector is available. Inspection fees for Saturday work will be at time and a half (1-1/2) with a four-hour minimum.

- c. All construction vehicles shall adhere to City of Alameda truck routes.
- d. Storage of construction material and equipment on city streets will not be permitted.
- e. The contractor shall provide all lights, signs, barricades, flagmen, or other traffic safety devices necessary to provide public safety in accordance. The contractor shall provide a traffic control plan to the approval of the city engineer. The contractor shall allow a minimum of 5 working days for review.
- f. Temporary no parking on City streets for construction will require posting of "No Parking Signs" 48 hours in advance. Signs are available at the Building Services Office, Room 190, City Hall. A fee will be charged for the signs. Only City of Alameda issued no parking signs will be allowed. The contractor shall allow a minimum five working days for review.
- g. Construction equipment shall be properly muffled. Unnecessary idling of grading construction equipment is prohibited.
- h. Stationary noise-generating construction equipment such as compressors shall be located as far as practical from occupied residential housing units.
- i. Contractor shall be responsible for responding to any local complaints about construction noise.
- j. Construction equipment, tools, etc. shall not be cleaned or rinsed into a street, gutter, storm drain or stream. Shovel or vacuum saw-cut slurry and remove from site.
- k. A contained and covered area on-site shall be used for storage of cement bags, paints, flammables, oils, fertilizers, pesticides, or any other materials that have potential for being discharged to the storm drain system by wind or in the event of a material spill.
- l. All construction debris shall be gathered on a regular basis and placed in a dumpster which is emptied or removed weekly. When feasible, tarps shall be used on the ground to collect fallen debris or splatters that could contribute to stormwater pollution. Any temporary on-site construction piles shall be securely covered with a tarp or other device to contain debris.

- m. Concrete/gunite trucks and concrete/plaster finishing operations shall not discharge wash water into the street gutters or drains.
  - n. Trash and debris shall be cleaned up daily on all public streets in the project vicinity and along haul routes. Sweep as needed and as directed by the Public Works Inspector.
17. **HAZARDOUS MATERIALS.** Prior to demolition and construction related activities for the Chevron Station and the existing Safeway site, or any other sites on local materials governmental lists, hazardous material assessment studies must be performed by qualified soils professionals, in order to determine the extent of any site contamination. Once these studies have been completed and have received City Building Official approval, the applicant and the contractor shall comply with the Phase II recommendations of a soils engineering report.
18. **PERMITTED USES.** The permitted uses within the PD shall be those permitted uses of the C-2 and C-C zoning districts; the conditional uses within the PD shall be the conditional uses of the C-2 and C-C zoning districts, except as herein further limited.
19. **HOURS OF OPERATION.** The Center shall not be open to the public nor shall truck loading be conducted, before 7:00 a.m. or after 10:00 p.m. except that Use Permits or Planned Development Amendments may request additional hours for specified uses. The truck loading areas for the two supermarkets shall be on the north sides of the markets only.
20. **ARCHITECTURE.** Prior to issuance of building permits, the applicant shall submit for Final Design Review and Planning and Building Director review and approval, architectural details and final colors and materials for the buildings, including but not limited to all trim and cornice elements, canopies, trellises, vine planting grills and the trash and recycling enclosures. Minor alterations to plans of Exhibit "A" may be approved by the Planning and Building Director. Significant alterations may require review by the Planning Board, as determined by the Planning and Building Director.

The applicant shall conform to the Public Art Ordinance and shall include public art approved by the Recreation and Parks process in each phase. That process may, in its discretion, find decorative mall paving, fountains and other upgrades to existing mall surfaces created by artists to qualify as a portion of public art.

21. **PHASING.** The project may continue construction until January 28, 2005, for approximately one and one half years from approval. The applicant may develop phases as approved by the Planning and Building Director, except that no single-year phase shall exceed 15 acres, nor 200,000 square feet of rebuilt building area, nor 800 parking spaces. The required pro-rata share of parking, landscaping, pedestrian and bicycle trails shall be installed with the phase being rebuilt.

22. **MAXIMUM STORE SIZE.** The project may include one store of up to 90,000 square feet in floor area and two stores each of up to 60,000 square feet. Any larger store shall require a Planned Development Amendment. The applicant expressly states that there is no present intent to install a supersized department store larger than 90,000 square feet in area at this location. All stores selected shall relate primarily to the needs of the Alameda market, including food, clothing, books and music, household items, entertainment items, sporting goods, home furnishings and remodeling, jewelry, services such as optometry and tax preparation; and shall exclude stores which primarily sell automobiles, large auto parts, recreational vehicles, bulk raw materials such as lumber, and similar bulky and occasionally purchased items. Additions or modifications of less than 5% (five percent) in overall Center area may be approved by administrative Design Review.
23. **PLANNING AND BUILDING DEPARTMENT INSPECTION.** At least 4 days prior to approval of occupancy, the applicant shall notify the Planning and Building Department to inspect the building and site to assure compliance with these conditions.
24. **SOUTHEAST CORNER OF SITE** This phase is denied without prejudice for the current application. Prior to issuance of building permits for the phase including the present carwash site, and Building 1800 together, or for Building 1000 and subsequent phases, whichever is earlier, the applicant shall submit to the Planning Board for Planned Development Amendment and Major Design Review a plan for site improvements and elevations, plazas, drives, landscaping which provides a water orientation for this 2 acre portion of the site, with pedestrian scale and access, minimizing vehicular traffic which may conflict with pedestrian use and unified design theme.
25. **MITIGATION MONITORING.** Prior to issuance of building permits and during construction, the applicant shall assure implementation of the Mitigation Monitoring Plan, incorporated herein by reference.
26. **ACKNOWLEDGMENT OF CONDITIONS.** The applicant shall acknowledge in writing all of the conditions of approval and must accept this permit subject to those conditions and with full awareness of the applicable provisions of Chapter 30 of the Alameda Municipal Code in order for this Planned Development Amendment to be exercised.
27. **HOLD HARMLESS.** Pursuant to California Government Code Section 66474.9(b), the City of Alameda requires as a condition of this Planned Development Amendment and Design Review approval that the applicant, or its successors in interest, defend, indemnify, and hold harmless the City of Alameda or its agents, officers, and employees from any claim, action, or proceeding against the City or its agents, officers, and employees to attack, set aside, void, or annul, an approval of the City concerning the subject property, which action is brought within the time period provided for in Government Code Section 66499.37. The City of Alameda shall promptly notify the developer of any claim, action or proceeding and the City

shall cooperate fully in the defense. If the City fails to promptly notify the developer of any claim, action, or proceeding, or if the City fails to cooperate fully in the defense, the developer shall not hereafter be responsible to defend, indemnify, or hold harmless the City.

The decision of the Planning Board shall be final unless appealed to the City Council, in writing and any such appeal must be made within ten (10) days of the decision or decision on any appeal by completing and submitting an appeal form and paying the required fee.

NOTICE. No judicial proceedings subject to review pursuant to California Code of Civil Procedure Section 1094.5 may be prosecuted more than ninety (90) days following the date of this decision plus extensions authorized by California Code of Civil Procedure Section 1094.6.

NOTICE. The conditions of project approval set forth herein include certain fees and other exactions. Pursuant to Government Code Section 66020 (d) (1), these Conditions constitute written notice of a statement of the amount of such fees, and a description of the dedications, reservations and exactions. The applicant is hereby further notified that the 90 day appeal period in which the applicant may protest these fees and other exactions, pursuant to Government Code Section 66020 (a) has begun. If the applicant fails to file a protest within this 90 day period complying with all the requirements of Section 66020, the applicant will be legally barred from later challenging such fees or exactions.


PASSED AND ADOPTED this 28th day of July, 2003 by the Planning Board of the City of Alameda by the following vote:

AYES: (6) Piziali, Cook, Cunningham, Bard, Gilmore, Rossi

NOES: (0)

ABSENT: (1) Lynch

ATTEST:

  
Gregory Fuz, Secretary  
City Planning Board

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**Acknowledgment of Conditions:**

I hereby acknowledge receipt of Planning Board Resolution No. PB-03-40 for, the Planning Board's approval of PDA02-0003/DR02-0095, approved on July 28, 2003, and in accordance with Conditions herein, I hereby verify that I understand and agree to comply with the Conditions of Approval of said Planning Board Resolution No. PB-03-40 and the applicable provisions of Chapter 30 of the Alameda Municipal Code (Zoning Ordinance).

Executed at: \_\_\_\_\_ By: Michael Cantu  
City Applicant  
On: \_\_\_\_\_ GENERAL MANAGER - Scotts Home  
Date Title

**APPLICANT MUST FILL OUT AND RETURN TO THE PLANNING DEPARTMENT.**

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**TABLE: FINANCIAL BENEFITS OF EXPANSION**

<b>SOUTH SHORE CENTER</b>	<b>EXISTING</b>	<b>PROPOSED EXPANSION (square feet)</b>	<b>NET CHANGE</b>	<b>COMMENTS</b>
<b>SIZE</b>	545,000 sf to	657,000 sf	112,000 sf increase in gross retail space	
<b>TOTAL RETAIL SALES</b>				\$275-\$325 psf = typical level of community shopping center sales, Based on industry standards.
<b>ESTIMATED INCREASE IN TAXABLE SALES due to size increase</b>			112,000 sf x \$300 psf = \$33,600,000 of new retail sales annually	<b>= \$319,200 of new annual sales tax revenue to City General Fund (\$9,500 per \$1,000,000 of taxable sales or 0.95%)</b>
<b>INCREASED ASSESSED VALUE of New Buildings</b>			\$48 million increase in assessed value over four years.	Increase of <b>\$125,000 of new annual property tax</b> to General Fund plus <b>\$480,000 one time</b> , construction improvement tax
<b>TOTAL</b>				<b>New General Fund revenues = \$444,000 (319,200 + 125,000) annually PLUS \$480,000, in one-time taxes.</b>

*Dedicated to Excellence, Committed to Service*



COMMUNITY IMPROVEMENT COMMISSION  
OF THE CITY OF ALAMEDA

RESOLUTION NO. \_\_\_\_\_

APPROVING AND AUTHORIZING PAYMENT OF  
CERTAIN PUBLIC IMPROVEMENTS TO THE  
PARK STEET AND OTIS DRIVE INTERSECTION

WHEREAS, the Community Improvement Commission of the City of Alameda ("**Commission**") is carrying out the Community Improvement Plan ("**Plan**") for the Business and Waterfront Improvement Project ("**Project**"); and

WHEREAS, the City of Alameda ("**City**") approved the reconstruction and expansion of the South Shore Shopping Center ("**Center**") in accordance with City's standards and procedures, which has resulted in the attraction of new retailers and provided a stimulus for increased economic activity not only in the Center, but also along the City's downtown Park Street corridor located within the area of the Project ("**Project Area**"); and

WHEREAS, the increased economic activity within both the Center and the Project Area has resulted in increased vehicular traffic further exacerbating the existing inadequate traffic circulation along the Park Street corridor, both throughout the entire BWIP Project Area and outside the BWIP Project Area, which is causing delays that exceed the City's General Plan requirements; and

WHEREAS, in order to improve vehicular and pedestrian safety and alleviate traffic congestion along Park Street throughout the Project Area and immediate neighborhood areas surrounding the Project Area, new signalization improvements to the Park Street and Otis Drive intersection are needed to change the existing, pre-timed signal to a fully actuated signal, including: installation of a new signal controller, vehicle loop detectors, signal mast arms, traffic striping modification and all equipment necessary to fully actuate the intersection ("**Public Improvements**"); and

WHEREAS, Section 323 of the Plan authorizes the Commission to install, construct or pay for public improvements either within or outside the Project Area; and

WHEREAS, Commission and City entered into a Cooperation Agreement dated June 18, 1991, which authorizes the City to assist the Commission in carrying out the Plan and the Commission to reimburse City for such assistance, including the provision of public improvements that benefit the Project Area; and

WHEREAS, pursuant to Section 33445 of the Community Redevelopment Law, the Commission is authorized, with the consent of the City Council, to pay all or part of the value of the land for and the cost of the installation and construction of any building, facility, structure or other improvement which is publicly owned either within or without a project area upon a determination by the City Council that such building, facility, structure or other improvement is of benefit to the project area or the immediate area in which the project is located, that no other

Approved as to Form  
GENERAL COUNSEL

reasonable means of financing such building, facility, structure or other improvement are available to the community, that the payment of funds for the cost of the building, facility, structure or other improvement will assist in the elimination of one or more blighting conditions inside the project area, and that the provision of the building, facility, structure or other improvement is consistent with the implementation plan adopted by the Commission; and

WHEREAS, the Public Improvements were covered by a Mitigated Negative Declaration for the Center adopted by the City Planning Board on May 12, 2003; and

WHEREAS, the City of Alameda ("City") wishes to assist the Commission in carrying out the Plan by undertaking and being responsible for a portion of the costs of the Public Improvements and the Commission wishes to reimburse City for the City's portion of the costs of the Public Improvements.

**NOW, THEREFORE, THE COMMUNITY IMPROVEMENT COMMISSION OF THE CITY OF ALAMEDA DOES HEREBY RESOLVE AS FOLLOWS:**

Section 1. Commission hereby finds and determines that the provision of the proposed Public Improvements is necessary to effectuate the purposes of the Plan, and the Commission is authorized, with the consent of the City Council, to provide such Public Improvements. The Commission further finds and determines that the Public Improvements are of primary benefit to the Project Area and the immediate neighborhood in which the Project Area is located; that no other means of financing the Public Improvements is available to the City; that the payment of funds by the Commission for such Public Improvements will assist in eliminating blight within the Project Area and is consistent with the Commission's Implementation Plan adopted pursuant to Section 33490 of the Community Redevelopment Law. These findings and determinations are based upon the following facts:

a. The Public Improvements are located within three blocks of the BWIP Project Area and will alleviate traffic congestion and improve pedestrian and vehicle traffic safety along the entire downtown Park Street corridor within the Project Area which will assist in attracting more business and strengthening the retail and commercial functions and the economic base of the downtown area within the Project Area;

b. The owner of the Center is already being required to pay for a portion of the costs of the Public Improvements, and the City does not have funds available for the remaining costs of the Public Improvements;

c. The Public Improvements will eliminate blight by eliminating inadequate traffic circulation conditions within the Project Area;

d. The Public Improvements are consistent with the Implementation Plan for the BWIP, as the Implementation Plan's goals and programs provide for the elimination of inadequate public improvements, and the strengthening of retail and other commercial functions in the downtown areas and of the economic base, and the provision of improvements to public infrastructure of benefit to the BWIP Project Area and the implementation of General Plan recommendations.

Section 2. The Commission hereby approves and authorizes payment to City of City's portion of the Public Improvements costs (the "**Commission Share**") as set forth in the Public Improvements Construction Agreement between City and Harsch Investment Corp., the Owner of the Center.

\*\*\*\*\*

I, the undersigned, hereby certify that the foregoing Resolution was duly and regularly adopted and passed by the Community Improvement Commission of the City of Alameda at a \_\_\_\_\_ meeting assembled on the \_\_\_\_\_ day of \_\_\_\_\_, 2005, by the following vote to wit:

AYES:

NOES:

ABSENT:

ABSTENTIONS:

IN WITNESS, WHEREOF, I have hereunto set my hand and affixed the official seal of said Commission this \_\_\_\_\_ day of \_\_\_\_\_, 2005.

\_\_\_\_\_  
Lara W. Weisiger, Secretary  
Community Improvement Commission

\_\_\_\_\_  
Beverly Johnson, Chair  
Community Improvement Commission

CITY OF ALAMEDA RESOLUTION NO. \_\_\_\_\_

APPROVING AND AUTHORIZING EXECUTION OF A  
PUBLIC IMPROVEMENTS CONSTRUCTION AGREEMENT  
BETWEEN THE CITY AND HARSCH INVESTMENT CORP.

Approved as to Form

CITY ATTORNEY

WHEREAS, Harsch Investment Corp. ("Harsch") is the owner of the South Shore Shopping Center in Alameda, California (the "Center"); and

WHEREAS, by Planning Board Resolution No. PB-03-40, the City of Alameda ("City") approved the reconstruction and expansion of the South Shore Shopping Center ("Center Improvements"), subject to various conditions, one of which is construction and installation of new signalization improvements to the Park Street and Otis Drive intersection to change the existing, pre-timed signal to a fully actuated signal, including: installation of a new signal controller, vehicle loop detectors, signal mast arms, traffic striping modification and all equipment necessary to fully actuate the intersection (the "Public Improvements"); and

WHEREAS, the Center Improvements have attracted new retailers that have provided a stimulus for increased economic activity not only in the Center, but also along Park Street within the Business and Waterfront Improvement Project (the "BWIP"); and

WHEREAS, the increased economic activity within both the Center and the area of the BWIP ("BWIP Project Area") has resulted in increased vehicular traffic further exacerbating the existing inadequate traffic circulation along the Park Street corridor, both throughout the entire BWIP Project Area and outside the BWIP Project Area, which is causing delays that exceed the City's General Plan requirements; and

WHEREAS, the Public Improvements will be of primary benefit to the BWIP Project Area as they will improve vehicular and pedestrian traffic safety and alleviate the traffic congestion not only at the intersection of Park Street and Otis Drive, but also along the entire downtown Park Street corridor within the BWIP Project Area; and

WHEREAS, due to the Public Improvements being of primary benefit to the BWIP Project Area, City believes it is fair and equitable for Harsch and the City, on behalf of the Community Improvement Commission of the City of Alameda ("Commission"), to share the costs of the Public Improvements; and

WHEREAS, City and Commission entered into a Cooperation Agreement dated June 18, 1991, which authorizes the City to assist the Commission in carrying out the Plan and the Commission to reimburse City for such assistance, including the provision of public improvements that benefit the BWIP Project Area; and

WHEREAS, pursuant to Section 33445 of the Community Redevelopment Law, the Commission is authorized, with the consent of the City Council, to pay all or part of the value of the land for and the cost of the installation and construction of any building, facility, structure or other improvement which is publicly owned either within or without a project area upon a determination by the City Council that such building, facility, structure or other improvement is of benefit to the project area or the immediate area in which the project is located, that no other reasonable means of financing such building, facility, structure or other improvement are available to the community, that the payment of funds for the cost of the building, facility, structure or other improvement will assist in the elimination of one or more blighting conditions inside the project area, and that the provision of the building, facility, structure or other improvement is consistent with the implementation plan adopted by the Commission; and

WHEREAS, the Public Improvements were covered by a Mitigated Negative Declaration for the Center adopted by the City Planning Board on May 12, 2003; and

WHEREAS, the City desires to enter into the Public Improvements Construction Agreement, attached hereto as Exhibit A ("Public Improvements Construction Agreement") with Harsch to set forth the terms and conditions for the design, construction, installation and payment of the Public Improvements;

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF ALAMEDA DOES HEREBY RESOLVE AS FOLLOWS:

Section 1. City Council hereby finds and determines that the provision of the proposed Public Improvements pursuant to the Public Improvements Construction Agreement is necessary to effectuate the purposes of the Plan, and the Commission is authorized, with the consent of the City Council, to provide such Public Improvements. The City Council further finds and determines that the Public Improvements are of primary benefit to the BWIP Project Area and the immediate neighborhood in which the Project Area is located; that no other means of financing the Public Improvements is available to the City; that the payment of funds by the Commission for such Public Improvements will assist in eliminating blight within the BWIP Project Area and is consistent with the Commission's Implementation Plan adopted pursuant to Section 33490 of the Community Redevelopment Law. These findings and determinations are based upon the following facts:

a. The Public Improvements are located within three blocks of the BWIP Project Area and will alleviate traffic congestion and improve pedestrian and vehicle traffic safety along the entire downtown Park Street corridor within the Project Area which will assist in attracting more business and strengthening the retail and commercial functions and the economic base of the downtown area within the Project Area;

b. The owner of the Center is already being required to pay for a portion of the costs of the Public Improvements, and the City does not have funds available for the remaining costs of the Public Improvements;

c. The Public Improvements will eliminate blight by eliminating inadequate traffic circulation conditions within the BWIP Project Area;

d. The Public Improvements are consistent with the Implementation Plan for the BWIP, as the Implementation Plan's goals and programs provide for the elimination of inadequate public improvements, and the strengthening of retail and other commercial functions in the downtown areas and of the economic base, and the provision of improvements to public infrastructure of benefit to the BWIP Project Area and the implementation of General Plan recommendations.

Section 2. City Council hereby approves and authorizes the Commission to pay for City's portion of the Public Improvements costs as set forth in the Public Improvements Construction Agreement.

Section 3. The City Council hereby approves the Public Improvements Construction Agreement substantially in the form attached hereto as Exhibit A, subject to any minor conforming, technical or clarifying changes approved by the City Attorney. The Acting City Manager is hereby authorized and directed to execute the Public Improvements Construction Agreement on behalf of the City Council.

\*\*\*\*\*

## PUBLIC IMPROVEMENTS CONSTRUCTION AGREEMENT

THIS PUBLIC IMPROVEMENTS CONSTRUCTION AGREEMENT is made this \_\_\_\_ day of \_\_\_\_\_, 2005, by and between CITY OF ALAMEDA, a California municipal corporation ("**City**"), and HARSCH INVESTMENT REALTY, LLC, SERIES C, a Delaware limited liability company ("**Developer**").

### RECITALS

The following recitals are a substantive part of this Agreement:

A. Developer is the owner of that certain real property known as the South Shore Shopping Center, located at 2160 Otis Drive, Alameda, California ("**Property**").

B. By City Planning Board Resolution No. PB-03-40 adopted on July 28, 2003 ("**PB Resolution**"), Developer was granted approval for reconstruction and expansion of the South Shore Shopping Center ("**Project**"), subject to various conditions, including a requirement that upon reaching certain square footage thresholds, Developer construct and install new traffic signalization at the intersection of Otis Drive and Park Street to change the existing pre-timed signal to a fully actuated signal, including installation of a new signal controller, vehicle loop detectors, signal mast arms, traffic striping modification and all equipment necessary to fully actuate the intersection ("**Public Improvements**"). The Public Improvements shall be in accordance with the Preliminary Plans for Signal Modification at Otis Drive and Park Street Intersection, Sheets 1-4, dated March 1, 2005, attached hereto as Exhibit A and incorporated herein.

C. Developer's Project has attracted new retailers that have provided a stimulus for increased economic activity not only within the South Shore Shopping Center ("**Shopping Center**"), but also along the entire Park Street corridor area of the Business and Waterfront Improvement Project Area ("**BWIP Project Area**"). Without the Public Improvements, the increased economic activity within the BWIP Project Area, together with additional square footage planned for the Project, will add to Park Street's already inadequate traffic circulation by lengthening the queues at the Park Street and Otis Drive intersection thereby further backing up traffic along the entire Park Street corridor of the BWIP Project Area.

D. On June 18, 1991, City and the Community Improvement Commission of the City of Alameda ("**Commission**") entered into a Cooperation Agreement which authorizes the City to assist the Commission in carrying out the Community Improvement Plan for the Business and Waterfront Improvement Project ("**Plan**") and the Commission to reimburse the City for such assistance, including the provision of public improvements that benefit the BWIP Project Area.

E. Developer and City desire to enter into this Agreement to provide, among other things, for Developer's construction, installation, and dedication to City of the Public

Improvements and to set forth the parties' respective obligations with respect to payment of the costs of said Public Improvements.

## A G R E E M E N T

NOW, THEREFORE, in consideration of the foregoing recitals and for other good and valuable consideration, the sufficiency of which is hereby acknowledged, it is agreed between the parties as follows:

1. **Purpose.** The purpose of this Agreement is to guarantee Developer's satisfactory and timely completion of the Public Improvements, to ensure Developer meets the conditions and requirements of the Planning Board's approval of the Project, and to set forth the parties' respective obligations with respect to payment of the costs of said Public Improvements.

2. **Developer Deposit.** At the time of execution of this Agreement by Developer, Developer shall deliver to City a deposit in the amount of TWENTY-FIVE THOUSAND DOLLARS (\$25,000.00) ("**Deposit**") for use by City to pay (i) City's out-of-pocket costs incurred in connection with the design of the Public Improvements and the preparation of plans and specifications therefor, and (ii) the inspection fees payable in connection with City's inspection of Developer's work of Public Improvements ("**City Costs and Fees**"). In the event the City Costs and Fees exceed the amount of the Deposit, City shall notify Developer, from time to time, in writing of the additional amount(s) needed to pay the City Costs and Fees and within ten days of such notification, Developer shall deliver such additional amount(s) to City and such amount(s) shall become part of the Deposit. If, following Developer's completion of the Public Improvements and City's acceptance of the dedication thereof, City determines that the City Costs and Fees are less than the amount of the Deposit, City shall return the remaining amount of the Deposit to Developer.

3. **Duty to Design, Construct, and Install Public Improvements.** Within 30 days following the date of this Agreement and City's receipt of the Deposit described in paragraph 2 above, City shall prepare or cause to be prepared and deliver to Developer the final construction plans and specifications for the Public Improvements. As a condition of approval of the Project, the PB Resolution requires Developer to provide the Public Improvements at the time the total square footage of the Shopping Center exceeds 590,000 square feet ("**Square Feet Threshold**"). As described in Developer's schedule for construction of additions to the Shopping Center attached hereto as **Exhibit B** and incorporated herein ("**Construction Schedule**"), the additions to Building 700 will result in the Shopping Center exceeding the Square Feet Threshold. Therefore, prior to City's issuance of a building permit for any additions to Building 700, Developer agrees to enter into a written contract with a licensed general contractor(s) reasonably acceptable to City to construct and install the work of Public Improvements in accordance with City's plans and specifications. City shall have the right to review and reasonably approve or disapprove the contract award amount and the time period specified in the contract for performance of the work of Public Improvements. City shall approve or disapprove the contract award amount and time period within ten (10) business days of Developer's written request, which shall be accompanied by a copy of the proposed contract. Following City's approval of



said contract award amount and time period and Developer's receipt of all permits and approvals required for construction of the Public Improvements, Developer shall commence and complete construction and installation of the Public Improvements within the times and in accordance with the provisions set forth in paragraph 5 below.

**4. Payment of Public Improvements Construction Costs.** All costs of constructing and installing the Public Improvements shall initially be borne by Developer. Provided (i) Developer has timely completed the Public Improvements in accordance with City's plans and specifications therefor, and all other requirements of the City Municipal Code and rulings made under it; and (ii) Developer is not in default of any of its obligations under this Agreement; and (iii) City has accepted dedication of the Public Improvements, then City shall, within ninety (90) days following City's acceptance of the dedication and Developer's written request, pay to Developer an amount equal to the lesser of (a) the total amount of Eligible Costs (defined below) incurred by Developer in connection with the design, construction and installation of the Public Improvements minus \$100,000.00 or (b) TWO HUNDRED THOUSAND DOLLARS (\$200,000.00) ("**City's Share**") to reimburse Developer for a portion of said Eligible Costs. Developer's written request for disbursement of City's Share shall identify the total Eligible Costs incurred by Developer and shall be accompanied by copies of invoices, cancelled checks and such other evidence as may be reasonably requested by City supporting the Developer's asserted amount of City's Share. "**Eligible Costs**" means the total out-of-pocket costs and expenses paid by Developer (i) to City for the City Costs and Fees and (ii) to general contractor(s) approved by City pursuant to paragraph 3 above for the work of Public Improvements. Developer's staff time and attorneys fees (other than attorneys fees recoverable under paragraph 18, below) shall be borne by Developer at its expense and shall not be included for purposes of calculating City's Share.

**5. Schedule and Completion.** Subject to force majeure delays described in paragraph 20 below, Developer shall commence and complete the work of Public Improvements within the construction time period approved by City pursuant to paragraph 3, above. All work of Public Improvements shall be completed in a good and workmanlike manner, in accordance with City's construction plans and specifications and accepted construction practices and in a manner equal or superior to the requirements of the City's Municipal Code and rulings made under it. Notwithstanding any other provision hereof to the contrary, Developer must satisfactorily complete the work of Public Improvements in accordance with the terms of this Agreement and obtain City's final acceptance thereof prior to issuance of any certificate of occupancy for any addition to Building 700 that would cause total square footage of the Shopping Center to equal or exceed 590,000 square feet. Developer acknowledges that renovation and expansion of all tenant spaces in Building 700 as shown on Exhibits C-1 and C-2 is expected to cause the Center to exceed 590,000 square feet. It is agreed that Noah's Bagels, First United Services Bank, Dollar Tree and Anna's Linens are existing tenants and may remain in occupancy, but occupancy of any expansion area that takes the overall project square footage over 590,000 square feet will be contingent on satisfactory completion of the Public Improvements and City's final acceptance thereof.

6. **Security Deposits.** Within ten (10) calendar days after City's completion of the plans and specifications for the Public Improvements, and in any event prior to Developer's commencement of any work of Public Improvements, Developer shall furnish to City two security deposits in the form of surety bonds, irrevocable standby letters of credit, cash deposits, pledges of securities, certificates of deposit, or other forms of security acceptable to the City, each of which shall be equal to 100% of Developer's general contractor contract price, as security (a) for the payment of all persons performing labor and furnishing materials and (b) for the faithful performance of the construction of the Public Improvements. If the security deposits are in the form of surety bonds, the surety issuing said bonds shall be admitted in the State of California and shall be reasonably acceptable to the City. In addition, the performance bond(s), whether issued by individual or corporate surety, shall, among other required terms and conditions, contain conditions that (i) death of the named principal shall not operate as a release of the obligation hereunder of the surety and (ii) extensions of time, if any, granted by City to Developer or its contractor(s) for performance of the work of Public Improvements covered by the bond shall not exonerate said surety, but rather shall extend for a like time the period of limitations during which said surety shall remain bound by the undertaking. Upon satisfactory completion of the Public Improvements, City's final acceptance thereof and expiration of applicable statute of limitation time periods, City shall release and/or return to Developer the security required to have been provided pursuant to this paragraph, but excluding therefrom the warranty period security called for in the paragraph below.

Upon satisfactory completion of the Public Improvements and prior to City's final acceptance thereof, Developer shall furnish to City a surety bond or other form of cash or security acceptable to the City in an amount equal to ten percent (10%) of the Developer's general contractor contract price as security to guarantee performance of any corrective work throughout the warranty period described in paragraph 9 below.

7. **Encroachment Permit.** Developer, at its expense as an Eligible Cost, shall obtain from City an encroachment permit for the work of Public Improvements at least fifteen (15) calendar days before commencement of the Public Improvements work.

8. **Approval of Permits.** Developer shall be responsible for obtaining, at its expense as an Eligible Cost, all permits and approvals required for construction and installation of the Public Improvements. City and Developer agree to act promptly and in good faith to expedite the issuance of permits necessary for the Public Improvements.

9. **Warranty Period; Repair and Reconstruction.** If, within a period of one (1) year after City's final acceptance of the Public Improvements, all or any portion of the work of Public Improvements installed or constructed under this Agreement, fails to fulfill any of the requirements of the Agreement or the specifications referred to herein due to failure of or defect in materials or workmanship, Developer shall, without delay and without cost to City, repair, replace or reconstruct any defective or otherwise unsatisfactory part or parts of the work to the satisfaction of the City Engineer. Should Developer fail to act promptly or in accordance with this requirement after written notice from City, or should the exigencies of the case require repairs, replacements or reconstruction to be made before Developer can be notified, City may,

at its option, make the necessary repairs, replacements or perform the necessary reconstruction and Developer shall pay to the City the actual cost of such repairs, replacements and reconstruction, plus ten percent (10%). Except where the exigencies of the case require immediate action, City agrees to notify Developer in writing if the Public Improvements fail to fulfill any requirements of this Agreement and to specify the failure of or defect in materials or workmanship and the actions required to be taken by Developer to cure the deficiencies. Upon notification of any such defect, Developer shall correct, remedy or cure the defect within thirty (30) days or, if such defect cannot be cured within thirty (30) days, then within such longer period, provided Developer commences to cure the defect within such thirty- (30) day period and thereafter diligently prosecutes said cure to completion.

**10. Property Owner Not Agent of City.** Neither Developer nor its agents or contractors or subcontractors are agents of City in connection with the performance of Developer's obligations under this Agreement.

**11. Indemnification.** Developer agrees to indemnify and hold the City harmless from any and all claims for loss, damage, injury, or liability as defined in this paragraph 11.

a. As used in this paragraph "City" means the City of Alameda and the Commission, and its and their respective elective and appointive boards, commissions, officers, employees, consultants, agents and representatives.

b. The liabilities protected against are any liability or claim for damage of any kind allegedly suffered, incurred or threatened because of actions defined below (except for liability or claims resulting from the sole active negligence or willful misconduct of the City), including personal injury, death, property damage, or any combination of these, and including the defense of any suit, action or other proceeding concerning these.

c. The actions causing liability are any act or omission (negligent or non-negligent) in connection with the matters covered by this Agreement and attributable to Developer or any contractor, subcontractor, agent or employee of Developer, including failure of either Developer or its contractors or subcontractors to take out and continuously maintain Workers' Compensation Insurance. The actions also include the act of approving this Agreement by the City. The indemnification in this paragraph 11 is not conditioned or dependent on whether or not the City has insurance or other indemnification covering any of these matters.

**12. Public Liability and Property Damage Insurance.** Developer shall procure Commercial General Liability Insurance protecting Developer, City and Commission from incidents as to bodily injury liability (including death) and property damage liability that may occur as a result of the work of Public Improvements. Developer shall provide a certificate of insurance to City prior to commencing the Public Improvements work (or prior to commencement of any work within the public right-of-way, whichever occurs first). The insurance policy shall contain, or be endorsed to contain, the following provisions:

a. City, Commission, and its and their officers, officials, employees and agents are to be covered as additional insureds as respects liability arising out of activities performed by or on behalf of Developer. The coverage shall contain no special limitations on the scope of protection afforded to the City, Commission, and its and their officers, officials, employees and agents.

b. The amounts of public liability and property damage coverage shall not be less than FIVE MILLION DOLLARS (\$5,000,000) per occurrence for bodily injury, death, and property damage.

c. The insurance shall be written on an occurrence form and shall be maintained in full force until the Public Improvements work has been completed to the satisfaction of the City Engineer.

d. The insurance policy shall provide for thirty (30) days notice of cancellation to City. The policy shall not be canceled, nor the amount of coverage be reduced, earlier than thirty (30) days after City receives notice from the insurer of the intent of cancellation or reduction.

e. Any failure to comply with the reporting provisions of the policy shall not affect the coverage provided to City, Commission, and its and their officers, officials, employees, consultants and agents.

f. Developer's insurance coverage shall be primary insurance as respects City, Commission, and its and their officers, officials, employees, consultants and agents. Any insurance, self-insurance or joint self-insurance maintained by City, Commission, or its or their officers, officials, employees, consultants or agents shall be in excess of Developer's insurance and shall not contribute to it.

g. Companies writing the insurance under this paragraph 12 shall be licensed to do business in the State of California. Insurance is to be placed with insurers with a current A.M. Best's rating of no less than A:VII.

**13. Workers' Compensation Insurance.** Developer shall not allow any work on the Public Improvements to begin until Workers' Compensation Insurance has been obtained for all employees of Developer and any contractor or subcontractor performing the work, in accordance with the provisions of California Labor Code Section 3700, et seq. If a class of employees is not protected under the Workers' Compensation Law, the Developer shall provide, or have each contractor and subcontractor provide, adequate insurance for the protection of employees not otherwise protected.

**14. Compliance with Laws.** Developer shall carry out the work of Public Improvements in conformity with all applicable laws, including State Labor Code and Public Contracts Code requirements; City zoning and development standards; building, plumbing, mechanical and electrical codes; all other provisions of the City's Municipal Code and City

Charter; and all applicable disabled and handicapped access requirements, including the Americans With Disabilities Act, 42 U.S.C. Section 12101, *et seq.*, Government Code Section 4450, *et seq.*, Government Code Section 11135, *et seq.*, and the Unruh Civil Rights Act, Civil Code Section 51, *et seq.*

**15. Prevailing Wage Obligations.** Developer acknowledges and agrees that the work of Public Improvements will constitute "public works" as defined in Labor Code Section 1720 in that such Public Improvements involve construction, alteration, demolition, installation, or repair work done under contract and paid for in whole or in part out of public funds under Labor Code Section 1720. Accordingly, Developer shall comply with all State Labor Code requirements and other applicable laws, regulations, ruling and requirements pertaining to public works, including those pertaining to payment of "prevailing wages" (collectively, "**Public Works/Prevailing Wage Laws**"). Developer shall (i) require its contractors and subcontractors to submit certified copies of payroll records to Developer; (ii) maintain complete copies of such certified payroll records; and (iii) make such records available to the City and its designees for inspection and copying during regular business hours at the Property or at another location within the City of Alameda. Developer shall also include in Developer's general contractor agreement a provision, in a form acceptable to City, obligating Developer's general contractor to require its contractors and/or subcontractors to comply with all such Public Works/Prevailing Wage Laws.

Developer shall defend City and Commission, and its and their respective officers, employees, agents and representatives (collectively, "**Indemnitees**") from and against any and all present and future liabilities, obligations, orders, claims, damages, fines, penalties and expenses (including attorneys' fees and costs) (collectively, "**Claims**"), arising out of or in any way connected with Developer's obligation to comply with all Public Works/Prevailing Wage Laws with respect to the work of Public Improvements, including all Claims that may be made by contractors, subcontractors or other third party claimants pursuant to Labor Code Sections 1726 and/or 1781, as amended and added by Senate Bill 966.

Developer hereby waives, releases and discharges forever the Indemnitees from any and all present and future Claims arising out of or in any way connected with Developer's obligation to comply with the Public Works/Prevailing Wage Laws pursuant to this paragraph 15. Developer is aware of and familiar with the provisions of Section 1542 of the California Civil Code which provides as follows:

"A general release does not extend to claims which the creditor does not know or suspect to exist in his favor at the time of executing the release, which if known by him must have materially affected his settlement with the debtor."

As such relates to this paragraph 15, Developer hereby waives and relinquishes all rights and benefits which it may have under Section 1542 of the California Civil Code.

**16. Notice of Breach and Default; Developer Right to Cure.** If Developer refuses or fails to timely complete the work of Public Improvements, or if the Developer is adjudged

bankrupt or makes a general assignment for the benefit of creditors, or if a receiver is appointed in the event of Developer's insolvency, or if Developer or any of Developer's contractors, subcontractors, agents or employees violate any of the terms of this Agreement, the City may serve upon the Developer and the financial institution holding the security deposit or issuing the surety bonds written Notice of breach and default of this Agreement. Developer shall have ten (10) days from receipt of the Notice of a breach and default to cure the specified breach and default.

**17. Breach of Agreement; Performance by City.** If, following Notice from City, Developer fails to cure the breach and default within the time set forth in paragraph 16, City may proceed to complete the Public Improvements work by contract or other method City considers advisable, at the sole expense of Developer. Developer, immediately upon demand, shall pay the actual, out-of-pocket costs and charges related to said work, together with a ten percent (10%) overhead charge. In this event, City, without liability for doing so, may take possession of and utilize in completing the work such materials and other property belonging to Developer as may be on or about the Property and necessary for completion of the work. In the event of default, the financial institution holding the security deposit or issuing the surety bonds shall be liable to City to pay the actual, out-of-pocket costs and charges related to said work, together with a ten percent (10%) overhead charge incurred by City as provided herein for completion of the Public Improvement, up to the face amount of the obligations specified under paragraph 6.

**18. Remedies.** Either party may bring legal action to: (a) compel performance of this Agreement by the defaulting party; and (b) recover the defaulting party's share of the costs of completing the Public Improvements, including the non-defaulting party's administrative and legal costs. The parties agree that if legal action is brought by any party to enforce the provisions of this Agreement, the prevailing party shall be entitled to recover all of the costs of suit and reasonable attorney's fees, and all other expenses of litigation as determined by the Court. No failure on the part of a party to exercise any right or remedy hereunder shall operate as a waiver of any other right or remedy that said party may have hereunder.

**19. Notices, Demands, and Communications between the Parties.** Any approval, disapproval, demand, document or other notice ("Notice") which either party may desire to give to the other party under this Agreement must be in writing and may be given by any commercially acceptable means, including via first-class mail, personal delivery or overnight courier, to the party to whom the Notice is directed at the address of the party as set forth below, or at any other address as that party may later designate by Notice.

To City: City of Alameda  
2264 Santa Clara Avenue, Room 120  
Alameda, California 94501  
Attention: City Manager

and: City of Alameda  
Public Works Department  
950 West Mall Square, First Floor

Alameda, California 94501  
Attention: Public Works Director

and: City of Alameda  
Development Services Department  
950 West Mall Square, First Floor  
Alameda, California 94501  
Attention: Development Services Director

To Developer: Harsch Investment Realty, LLC, Series C  
523 South Shore Center West  
South Shore Shopping Center  
Alameda, California 94501  
Attention: Michael Corbett,  
Retail Portfolio Manager

and: Harsch Investment Realty, LLC, Series C  
1121 SW Salmon Street  
Portland, OR 97205  
Attention: Legal Department

Any Notice shall be deemed received immediately if delivered by hand, on the third day from the date it is postmarked if delivered by first-class mail, postage prepaid, and on the next business day if sent via nationally recognized overnight courier. Notices sent by a party's attorney on behalf of such party shall be deemed delivered by such party.

**20. Enforced Delay; Extension of Times of Performance.** Subject to the limitations set forth below, performance by either party hereunder shall not be deemed to be in default, and all performance and other dates specified in this Agreement shall be extended, where delays are due to: war; insurrection; strikes; lockouts; riots; floods; earthquakes; fires; casualties; acts of God; acts of the public enemy; epidemics; quarantine restrictions; freight embargoes; governmental restrictions or priority; litigation, including court delays; unusually severe weather; acts or omissions of the other party; or acts or failures to act of other public or governmental agency or entity (other than the acts or failures to act of City which shall not excuse performance by City). An extension of time for any such cause shall be for the period of the enforced delay and shall commence to run from the time of the commencement of the cause, if Notice by the party claiming such extension is sent to the other party within thirty (30) days of the commencement of the cause. Times of performance under this Agreement may also be extended in writing by the mutual agreement of City and Developer.

**21. Change of Property Owner.** If the Developer identified under the introductory paragraph to this Agreement ceases to have a legal interest in the Property, then a Notice to that effect shall be filed with the City. The Notice shall include the name and address of the new owner of the Property, a copy of the deed, and a new form of security from the new owner

conforming to the requirements of paragraph 6. Upon the filing of the Notice with the City, the successor owner shall be charged with the obligations of Developer under this Agreement.

**22. Heirs, Successors, and Assigns.** This Agreement shall be binding upon and inure to the benefit of the heirs, successors, and assigns of the parties to it.

**23. Alteration of Agreement.** Developer hereby stipulates and agrees, on behalf of itself and the financial institution holding the security deposit or issuing the surety bonds, that any addition, alterations or modifications to this Agreement or to the plans and specifications for the Public Improvements, including any extension of time within which the work hereunder may be completed, shall in no way affect its obligations on the improvement security furnished hereunder. Developer stipulates and agrees that, in the event of an uncured default by Developer, it shall have no right to dispute the propriety of any demand made by the City for the payment of the improvement security furnished hereunder.

**24. Miscellaneous Terms and Provisions.**

a. This Agreement and the encroachment permit to be obtained by Developer as provided in paragraph 7 above, contain the full, final, and exclusive statement of the contract of Developer and City regarding the Public Improvements to be constructed by Developer.

b. If any provision of this Agreement is adjudged invalid, the remaining provisions of it shall not be affected.

c. If there is more than one signer of this Agreement as Developer, their obligations are joint and several.

d. Time is of the essence with respect to the performance by Developer of each and every obligation and condition of this Agreement.

e. The headings contained in this Agreement have been inserted for convenience only and in no way define or limit the scope of interpretation of the Agreement.

f. Each party executing this Agreement on behalf of a party represents and warrants that such person is duly and validly authorized to do so on behalf of the entity it purports to bind and if such party is a partnership, corporation or limited liability company, that such partnership, corporation or limited liability company has full right and authority to enter into this Agreement and perform all of its obligations hereunder.

g. This Agreement may be executed in multiple counterparts, each of which shall constitute one and the same instrument and shall become binding upon the parties when at least one copy hereof shall have been signed by both parties hereto.

h. The laws of the State of California shall govern the interpretation and enforcement of this Agreement without reference to principles of conflict of laws. Venue for any



action brought under this Agreement shall be in the Superior Court of Alameda County, California.

i. Each party to this Agreement has had an opportunity to review the Agreement, confer with legal counsel regarding the meaning of the Agreement, and negotiate revisions to the Agreement. Accordingly, this Agreement shall be interpreted as though drafted by both parties and neither party may rely upon Civil Code section 1654 to interpret any uncertainty in the meaning of the Agreement.

j. This Agreement may only be modified or amended by mutual written agreement of both parties.

IN WITNESS WHEREOF, City and Developer have executed this Agreement on the respective dates set forth below.

CITY:

CITY OF ALAMEDA, a California municipal corporation

Dated: \_\_\_\_\_, 2005

By: \_\_\_\_\_  
William C. Norton, Acting City Manager

ATTEST:

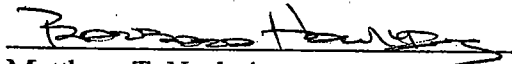
\_\_\_\_\_  
Lara W. Weisiger, City Clerk

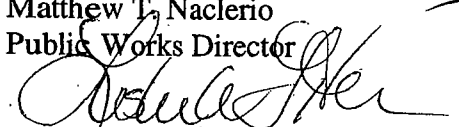
APPROVED AS TO FORM:

  
City Attorney

--AND--

RECOMMENDED FOR APPROVAL:

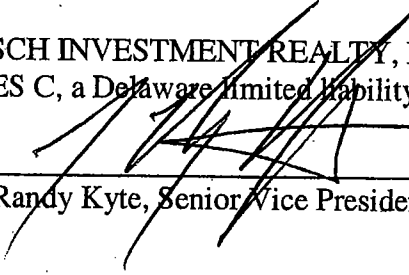
*for*   
Matthew T. Naclerio  
Public Works Director

  
Leslie A. Little  
Development Services Director

DEVELOPER:

HARSCH INVESTMENT REALTY, LLC,  
SERIES C, a Delaware limited liability company

Dated: APRIL 20, 2005

By:   
Randy Kyte, Senior Vice President

## **EXHIBIT A**

### PRELIMINARY PLANS FOR SIGNAL MODIFICATION

*[Sheets 1-4, dated March 1, 2005, incorporated herein by reference, and on file for public review  
in the City of Alameda Public Works Department]*

## SOUTH SHORE CONSTRUCTION SCHEDULE

G:\econdev\Comm Projects\south shore\Agreements\DMDOC51-#804072-v3D-  
Public\_Improvements\_Construction\_Agreement\_-\_Alameda.DOC  
804072v3D 21942/0001

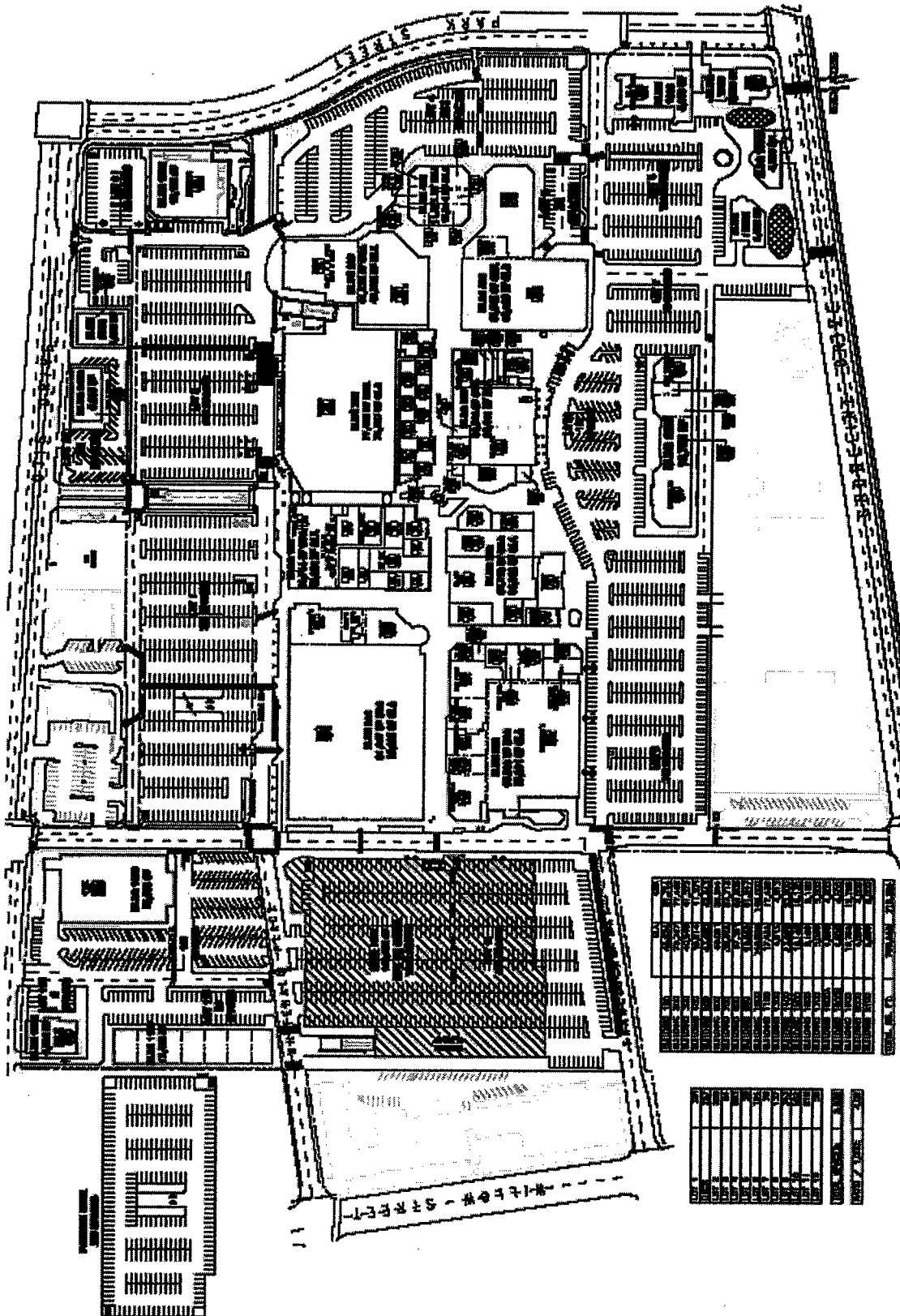
This is a detailed architectural site plan of a large industrial or commercial complex. The plan shows numerous buildings of varying sizes, many labeled with names like 'WALTON', 'MILLER', 'BROWN', and 'JOHN'. There are extensive parking lots with individual parking spaces marked, and several streets including 'PARK STREET' at the top and 'WILSON STREET' at the bottom. The layout is organized into several distinct sections separated by roads and green spaces.

EXISTING SITE PLAN  
SOUTH SHORE CENTER

**Alameda, Carolina**

JANUARY 24, 2005  
1<sup>st</sup>=60'-0"

# EXHIBIT C-2



MARCH 23, 2005  
1"=60'-0"

SITE PLAN WITH BORDERS  
SOUTH SHORE CENTER | Alameda, California

NO.	DATE	DESCRIPTION	BY	CHKD.
1	3/23/05	PREPARED FOR SUBMITTAL	XXX	XXX
2	3/23/05	REVISIONS	XXX	XXX
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4	3/23/05	REVISIONS	XXX	XXX
5	3/23/05	REVISIONS	XXX	XXX
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100	3/23/05	REVISIONS	XXX	XXX

NO.	DATE	DESCRIPTION	BY	CHKD.
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98	3/23/05	REVISIONS	XXX	XXX
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100	3/23/05	REVISIONS	XXX	XXX

I, the undersigned, hereby certify that the foregoing Resolution was duly and regularly adopted and passed by the City Council of the City of Alameda at a \_\_\_\_\_ meeting assembled on the \_\_\_\_ day of \_\_\_\_\_, 2005, by the following vote to wit:

AYES:

NOES:

ABSENT:

ABSTENTIONS:

IN WITNESS, WHEREOF, I have hereunto set my hand and affixed the official seal of said City Council this \_\_\_\_ day of \_\_\_\_\_, 2005.

\_\_\_\_\_  
Lara W. Weisiger, City Clerk

\_\_\_\_\_  
Beverly Johnson, Mayor

# **CITY OF ALAMEDA**

## ***Memorandum***

To: Honorable Chair and  
Members of the Community Improvement Commission

From: William C. Norton  
Acting Executive Director

Date: April 20, 2005

Subject: Recommendation to Approve an Amended Contract with Architectural Resources Group, Inc. by Increasing the Contract Amount an Additional \$44,275 to Provide Additional Pre-Planning Services for the Proposed Alameda Theatre Project.

---

### **BACKGROUND**

Over the past two years, the City has been proceeding with planning activities for the possible historic rehabilitation of the Alameda Theatre, in conjunction with a multi-screen theater and parking structure project. These activities have included the City selecting historic preservation architects, Architectural Resources Group (ARG), to provide feasibility and cost estimates for the potential historic rehabilitation of the Alameda Theatre.

In November 2003 the Community Improvement Commission (CIC) contracted with ARG to prepare preliminary cost estimates, base drawings, code analysis, testing, and recommendations for interior rehabilitation. The cost of that contract was \$78,890.

Since then, the CIC has amended ARG's contract three times to authorize performance of expanded services necessary to move the proposed historic theatre project forward. First, in June 2004, the CIC approved a \$129,200 amendment to provide additional testing and analysis of system improvements with complete cost estimates for potential rehabilitation of the Theatre. Second, in October 2004, the CIC approved a \$43,550 amendment to coordinate with the preliminary designs for the Cineplex and parking structure. Third, in December 2004, the CIC approved a \$320,000 amendment to produce construction documents. The total amount allocated to date for ARG's scope of work is \$571,640.

### **DISCUSSION/ANALYSIS**

Section 106 of the National Historic Preservation Act of 1966 (NHPA) mandates an historic preservation review process to protect historic properties. The City has contracted with a Section 106 expert (Robert Bruce Anderson) to help meet and satisfy these provisions. The proposed contract amendment would enable ARG to provide Mr. Anderson a document that outlines the specific treatment to individual character defining features of the Alameda Theatre, which will be used to satisfy the Section 106 requirements.

In addition, the proposed contract amendment will include developing construction documents and specifications for the ADA ramp and Exit Stair Enclosure located directly west of the



auditorium of the Alameda Theatre. This amendment would facilitate the planning process for the project and provide a base for further development, should the CIC decide to move forward with this project. A copy of the contract and its amendments is on file with the City Clerk.

**BUDGET/FINANCIAL IMPACT**

This project will be funded by the 2003 Merged Area Bonds and will not impact the General Fund. Architectural fees for this phase of work will not exceed \$44,275 for a total contract amount of \$615,915.

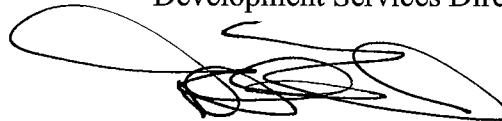
**RECOMMENDATION**

It is recommended that the Community Improvement Commission approve the amended contract with Architectural Resources Group, Inc. by increasing the contract amount an additional \$44,275 to provide additional pre-planning services for the proposed Alameda Theatre Project.

Respectfully submitted,



Leslie A. Little  
Development Services Director



By: Dorene E. Soto  
Manager, Business Development Division



Eric Fonstein  
Management Analyst

WCN/LAL/DES/EF:rv

cc: Architectural Resources Group, c/o Naomi Miroglio

*Dedicated to Excellence, Committed to Service*

# *Proclamation*

**WHEREAS,** the City of Alameda is home to more than 12,500 citizens aged 60 years or older; and

**WHEREAS,** the older Americans of the City of Alameda are a vital part of our City's demographic makeup; and

**WHEREAS,** older citizens are members of our community entitled to dignified, independent lives free from fears, myths, and misconceptions about aging; and

**WHEREAS,** each community in America should recognize the contributions of our older citizens, understand and address their evolving needs, and support their caregivers; and

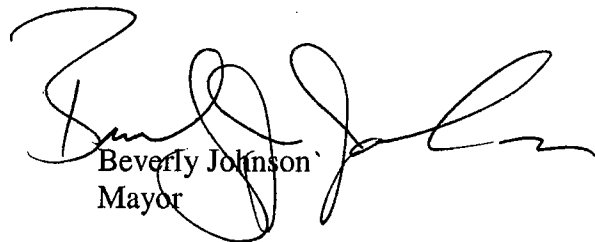
**WHEREAS,** our society is dependent upon intergenerational cooperation and support, and benefits from our collective efforts to serve older Americans and the people who love them; and

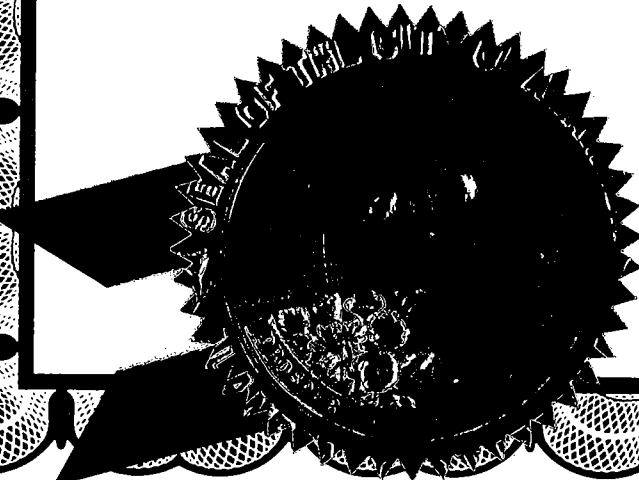
**WHEREAS,** this year marks the 40<sup>th</sup> anniversary of the passage of the Older Americans' Act by the United States Congress;

**NOW, THEREFORE,** I, Beverly Johnson, Mayor of the City of Alameda, do hereby proclaim May as

## ***OLDER AMERICANS' MONTH***

in the City of Alameda and encourage everyone in our community to respect the independence of our Older Americans, and to be sensitive and supportive of their needs and accomplishments.

  
Beverly Johnson  
Mayor



**CITY OF ALAMEDA**

**Memorandum**

To: Honorable Mayor and  
Councilmembers

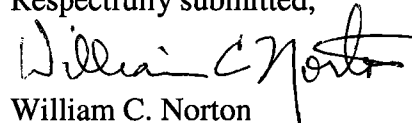
From: William C. Norton  
Acting City Manager

Date: April 26, 2005

Re: New Main Library Project Update

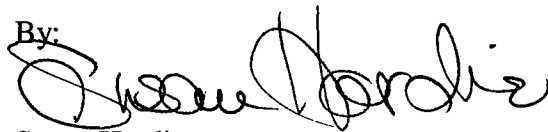
Attached to this memorandum is the May 1, 2005, Library Construction Report.

Respectfully submitted,



William C. Norton  
Acting City Manager

By:



Susan Hardie  
Library Director

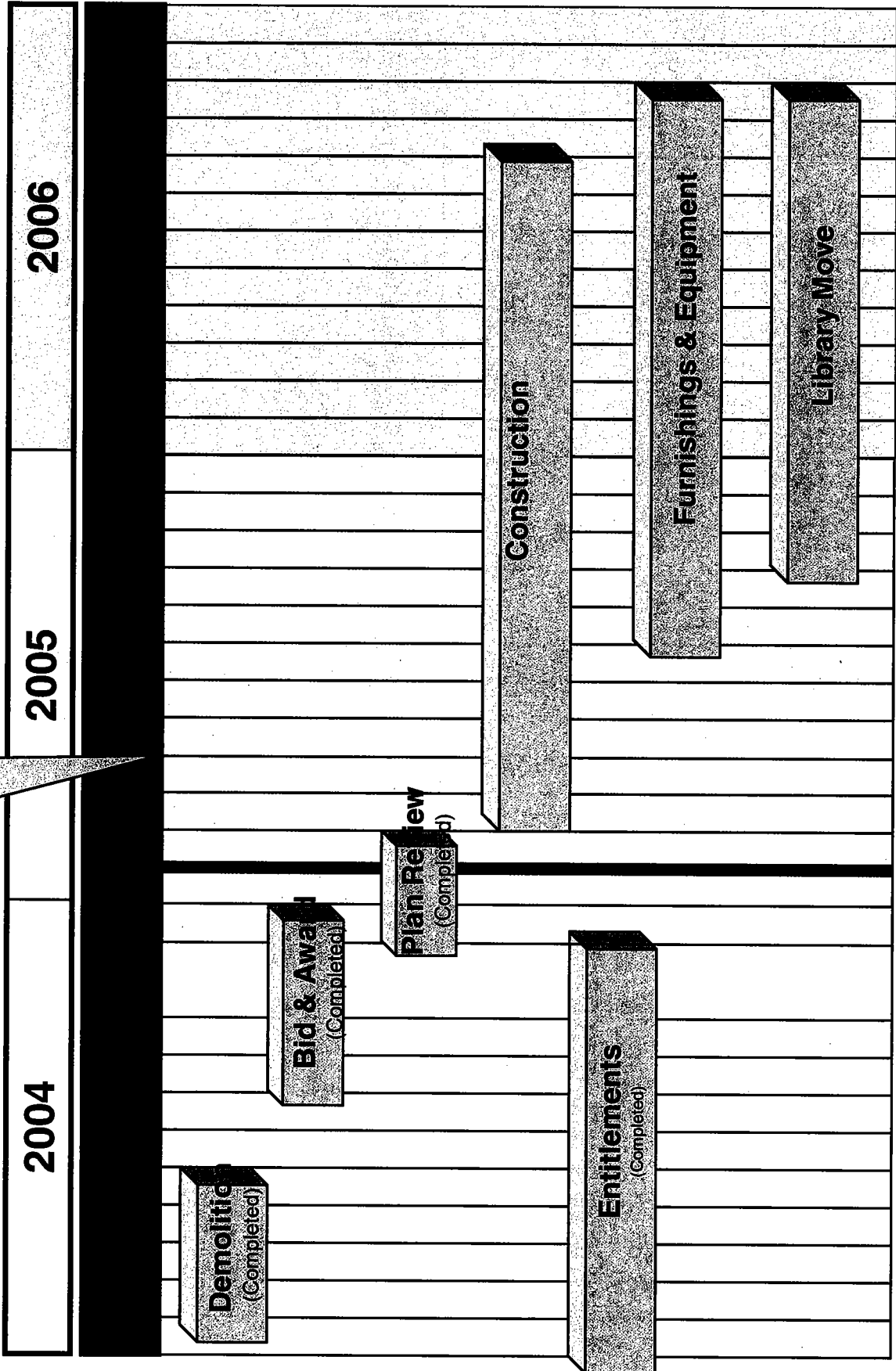
Attachment

# **Library Construction Report**

May 1, 2005

# Library Project Timeline

Status as of  
May 1, 2005



### **Construction**

- The Library webcam was activated on March 1 to coincide with the Ground Breaking ceremony and will operate throughout the project. It is available on the Library's and the City's websites.
- Notice to Proceed was issued on March 14, with substantial completion scheduled for September 5, 2006.
- Pressure grouting (seismic stabilization of soil) was completed April 21.
- Utility relocation was completed on April 19.
- Mass excavation was completed on April 22.
- Footing excavation commenced on April 25.
- The concrete pour for the foundation is expected to begin in mid- to late May.

### **Furnishings and Equipment Procurement**

- Planning process for FF&E begins August 2005.

### **Library Move**

- Planning process for move begins October 2005.

### **Library Opening**

- The opening of the Main Library is tentatively scheduled for October 2006.

### **Budget**

- The budget report, including supplemental funding sources, is attached.

**Budget for Alameda Free Library - New Main Library Project**  
**Inception to date through the month of: March 2005**

<b>Sources of Budgeted Funds</b>	<b>Budget</b>
State Grant	\$15,487,952.00
Measure O	8,000,000.00
Contributions	10,000.00
Supplemental Funding:	
Interest Earned on Measure O Funds	160,000.00
Stafford Bequest	745,297.00
Redevelopment Funding	2,000,000.00
Additional Measure O Funds	670,000.00
<b>Sources Subtotal:</b>	<b>27,073,249.00</b>
<b>Expenditures to date:</b>	<b>4,377,811.00</b>
<b>Balance Available:</b>	<b>22,695,438.00</b>

## **UNAPPROVED MINUTES**

### MINUTES OF THE REGULAR CITY COUNCIL MEETING

TUESDAY - - APRIL 19, 2005 - - 7:30 PM

Mayor Johnson convened the Regular Meeting at 8:07 p.m.

ROLL CALL - Present: Councilmembers Daysog, deHaan, Gilmore, Matarrese, and Mayor Johnson - 5.

Absent: None.

### AGENDA CHANGES

(05- ) Mayor Johnson presented the Resolution Commending Alameda Police Department Sergeant Jon Westmoreland after the Proclamation.

### PROCLAMATIONS, SPECIAL ORDERS OF THE DAY AND ANNOUNCEMENTS

(05- ) Proclamation declaring April 23, 2005 as Earth Day Alameda 2005.

Mayor Johnson read and presented the Proclamation to Paul Groff, Allegra Printing.

Mr. Groff thanked the Council for the Proclamation.

### REGULAR AGENDA ITEM

(05- ) Resolution No. 13828, "Commending Alameda Police Department Sergeant Jon Westmoreland for His Contributions to the City of Alameda." Adopted.

Mayor Johnson read and presented the Resolution to Sergeant Jon Westmoreland.

Sergeant Westmoreland thanked the Council and stated that he was honored to have served the City.

Councilmember Matarrese moved adoption of the Resolution.

Councilmember deHaan seconded the motion, which carried by unanimous voice vote - 5.

### CONSENT CALENDAR

Mayor Johnson announced that the recommendation to authorize the Acting City Manager or designee to enter into an agreement for the acquisition of real property [paragraph no. 05- ], the



recommendation to authorize the Acting City Manager to use \$201,000 in Measure B ferry reserves [paragraph no. 05-\_\_\_\_\_], and the Resolution Approving the Application for Land and Water Conservation Fund [paragraph no. 05-\_\_\_\_\_] were removed from the Consent Calendar for discussion.

Councilmember Matarrese moved approval of the remainder of the Consent Calendar.

Councilmember deHaan seconded the motion, which carried by unanimous voice vote - 5.

[Items so enacted or adopted are indicated by an asterisk preceding the paragraph number.]

(\*05- ) Minutes of the Special and Regular City Council Meetings held on April 5, 2005 and the Special City Council Meeting held on April 7, 2005 and April 8, 2005. Approved.

(\*05- ) Ratified bills in the amount of \$1,826,558.48.

(\*05- ) Recommendation to approve Agreement with Community Playgrounds, Inc. in the amount of \$98,930 for Leydecker Park Playground Renovation Project. Accepted.

(05- ) Recommendation to authorize the Acting City Manager or designee to enter into an agreement for the acquisition of real property from the East Bay Municipal Utility District for \$110,800 plus closing costs.

Councilmember deHaan requested clarification on the impacts of drawing \$110,800 from the Recreation and Park Commission's existing budget.

Councilmember Matarrese stated that he understood that the \$110,800 was coming from the Open Space Fund.

Mayor Johnson stated that the Open Space Fund was a result of the property sold at the Harbor Bay Business Park; Council directed that the sale proceeds be placed in a separate Open Space account.

Councilmember deHaan inquired whether the money was also being used for the Estuary Park Project.

The Acting City Manager responded in the affirmative; stated purchasing the full amount of land [for Estuary Park] shown in the General Plan could cost up to \$5 million; there will be discussions with the developer and the Bay Conservation and Development

Commission (BCDC) regarding requirements for a pathway.

Councilmember deHaan inquired whether having an approximate \$300,000 delta will limit the capabilities of carrying on with the project.

The Acting City Manager responded there would be limitations in getting a larger share of the land; discussions with the developer and grant approval would determine how much land the City could obtain; staff must recommend proceeding because the project is shown in the General Plan.

Councilmember deHann moved approval of the recommendation to authorize the Acting City Manager or designee to enter into an agreement for the acquisition of real property from the East Bay Municipal Utility District for \$110,800 plus closing costs [paragraph no. (05- )] and Adoption of Resolution Approving the Application for Land and Water Conservation Fund Estuary Park Project [paragraph no. (05- )].

Under discussion, Mayor Johnson inquired whether the grant was the same one the City previously applied for and did not receive and whether the chances for approval were better.

The Acting Recreation and Park Director responded the current grant was from the Land and Water Conservation Act; the previous grant was under the Roberti-Z'Berg-Harris Urban Open Space and Recreation Program; the State prefers to fund developments rather than acquisitions.

Mayor Johnson requested staff to advise Council on whatever efforts are needed to succeed.

Councilmember Matarrese seconded the motion.

Under discussion, Councilmember Matarrese stated that it is important to acquire the last strip of property before the Bay Farm Bridge because the property completes the Bay Trail and precludes building another house at one of the choke points of the City; the development of Estuary Park should move forward with whatever money is left; when the opportunity comes up with the developer, money can be found.

The Acting City Manager stated there are ways to work with the developer to maximize the amount of land the City can obtain; the matter would be discussed with the developer in the next week or two.

Mayor Johnson requested an inventory of potential open space be presented to Council; stated the Belt Line and other areas are designated in the General Plan; an overall look at open space and plans to acquire the space should be reviewed.

On the call for the question, the motion carried by unanimous voice vote -5.

(\*05- ) Recommendation to adopt Specifications and authorize Call for Bids for a Combination Catch Basin/Sewer Cleaning Machine. Accepted.

(\*05- ) Recommendation to approve an increase to the Construction Contract with Golden Bay Construction, Inc., in the amount of \$100,000 using Alameda Power and Telecom funds for the placement of additional cable television and undergrounding of power conduits for Webster Street Renaissance Project, No. P.W. 07-02-07. Accepted.

(05- ) Recommendation to authorize the Acting City Manager to use \$201,000 in Measure B ferry reserves for ferry boat repairs. Approved.

Vice Mayor Gilmore stated there seems to be more ferry boat repair issues with the Harbor Bay Ferry than the Alameda/Oakland Ferry Service; if so, requested a review of ferry boat operators' maintenance schedules.

Councilmember deHaan stated that the Harbor Bay Ferry costs need to be reviewed; an Off Agenda Report notes that the Peralta was sent back up to Washington for super structure modifications; the Peralta is a young ship; there were flaws in the materials used; requested the review address the Peralta.

Vice Mayor Gilmore moved approval of the staff recommendation.

Councilmember Matarrese seconded the motion, which carried by unanimous voice vote - 5.

(\*05- ) Resolution No. 13829, "Preliminarily Approving Annual Report Declaring Intention to Order Levy and Collection of Assessments and Providing for Notice of June 21, 2005 Hearing Thereof - Island City Landscaping and Lighting District 84-2." Adopted.

(\*05- ) Resolution No. 13830, "Preliminarily Approving Annual Report Declaring Intention to Order Levy and Collection of Assessments and Providing for Notice of June 21, 2005 Hearing

Thereof - Maintenance Assessment District 01-01 (Marina Cove)." Adopted.

(\*05- ) Resolution No. 13831, "Approving Tentative Map, TM04-0004, for a Sixteen Lot Subdivision at Harbor Bay Business Park." Adopted.

(\*05- ) Resolution No. 13832, "Approving the Association of Bay Area Governments (ABAG) Report "Taming Natural Disasters" as the City of Alameda's Local Hazard Mitigation Plan." Adopted.

(05- ) Resolution No. 13833, "Approving the Application for Land and Water Conservation Fund Estuary Park Project." Adopted.

Refer to comments and motion under the recommendation to authorize the Acting City Manager or designee to enter into an agreement for the acquisition of real property [paragraph no. (05- )].

(\*05- ) Introduction of Ordinance Reclassifying and Rezoning Certain Property within the City of Alameda by Amending Zoning Ordinance No. 1277, N.S., from R-5 (General Residential) Zoning District to C-C (Community Commercial) Zoning District, for that Property Located at 2507 Central Avenue at Everett Street. Introduced.

#### REGULAR AGENDA ITEMS

(05- ) Public Hearing to consider a recommendation to adopt FY 2005-06 through FY 2009-10 Consolidated Plan, adopt FY 2005-06 Community Development Block Grant (CDBG) Action Plan, amend FY 2004-05 CDBG Action Plan, and authorize the City Manager to negotiate and execute related documents, agreements and modifications; and

(05- A) Recommendation regarding CDBG public service recommendations.

Mayor Johnson opened the public portion of the Hearing.

Speaker: Doug Biggs, Alameda Point Collaborative.

There being no further speakers, Mayor Johnson closed the public portion of the Hearing.

Vice Mayor Gilmore moved approval of the staff recommendation.

Councilmember Matarrese seconded the motion, which carried by unanimous voice vote - 5.

(05- ) Ordinance No. 2939, "Approving and Authorizing Execution of Lease between the City of Alameda (Lessor) and the County of Alameda (Lessee) for Real Property Located at 1429 Oak Street." Finally passed.

Mayor Johnson stated that the County Health Center is moving into the former Children's Library site; there is now a home for the Recreation and Park Department and the County Health Center; thanked the Acting City Manager for finding a very good solution to a potentially difficult problem.

Councilmember Matarrese stated that the County's opportunity provides the City with the benefit of improvements and maintaining a building that is a City asset; the move is a fine solution and keeps the County services central to the bus line and the center of town.

Councilmember Matarrese moved final passage of the Ordinance.

Councilmember deHaan seconded the motion.

Under discussion, the Acting City Manager stated that the Public Works Department put in partitions and did a lot of the work in a short period of time; the County will have a ribbon cutting ceremony either later this week or next week; the cost of the materials was paid for by the County; a City building has been fixed up with a combination of City forces and County funds; everyone came out a winner.

Mayor Johnson stated that the building was not occupied for at least eight years and was in fairly blighted conditions.

Councilmember deHaan stated that he appreciates that the Acting City Manager's win-win solutions.

On the call for the question, the motion carried by unanimous voice vote - 5.

#### ORAL COMMUNICATIONS, NON-AGENDA

None.

#### COUNCIL COMMUNICATIONS

(05- ) Discussion of the Harbor Bay ferry system.

Councilmember Daysog stated that he received many e-mails regarding

the Harbor Bay ferry; noted that the City was able to get a one year reprieve; suggested a Town Hall meeting be held regarding the ferry system in three to four months; stated that some riders feel out of the loop regarding ferry issues; noted that a Town Hall meeting would provide a better sense of timetables for improving ferry services and costs issues; suggested a more formal way of communicating with riders be developed by the Transportation Commission or an adhoc committee that reports to City Council.

Councilmember Matarrese concurred with Councilmember Daysog; suggested that the Town Hall meeting occur soon; stated that the city cannot afford to lose the ferry service; traveling across the Bay Farm Island Bridge would affect commuters and is unacceptable; stated that informing commuters that everything will be done to keep the ferry in services is an urgent matter and maintains creditability for transit solutions at Alameda Point.

Councilmember Daysog stated that he is in favor of having the Town Hall meeting sooner, but that it is important to collect information for presentation.

Mayor Johnson stated that she does not see any advertising for the ferries; noted that fuel cost issues should be investigated; stated that the City will not lose the ferry service; that there is a long-term possibility that the Water Transit Authority will operate the ferries; the City needs to continue operating successfully until then; there should be a Council briefing on the state of the ferries and then a public workshop.

Vice Mayor Gilmore stated that the maintenance issues are important; noted if the ferry is out of service, commuters find other means of commuting and it is difficult to get them back one habits have changed.

Councilmember Daysog suggested that the Council Meeting be the Town Hall meeting.

Councilmember deHaan stated that there was a fare box increase of 25% and 40% is needed; the capacity of the ferry service and parking limitation is a difficult dynamic to solve; that the Alameda/Oakland Ferry Service was successful because parking spaces were increased and ridership improved.

Mayor Johnson stated that she has never seen the parking lot full; noted that more riders are needed; stated that ridership went down significantly after the dock closure.

The Acting City Manager stated that staff worked very hard and came

up with a solution that the Metropolitan Transportation Commission staff and Grant Allocation Committee endorsed; more work needs to be done to refine the information; there are plans to have a Town Hall meeting next week or the following week then staff; then staff will provide a status report to Council; a better job can be done on marketing the ferry.

Mayor Johnson stated that when the ferry problem became apparent, the Acting City Manager immediately took action and set up meetings with the Metropolitan Transportation Commission; thanked the Acting City Manager for the efforts taken to negotiate one more year.

Vice Mayor Gilmore requested that e-mails be sent to concerned citizens [regarding the Town Hall meeting] in addition to the normal noticing procedures.

(05- ) Consideration of Mayor's nominations (3) for appointment to the Golf Commission.

Mayor Johnson nominated Ray Gaul, Jane Sullwold, and Bill Schmitz to the Gold Commission.

Councilmember deHaan stated that he was extremely impressed with the applicants' depth; he would hope that the individuals look at other commissions and boards.

Mayor Johnson concurred with Councilmember deHaan.

(05- ) Consideration of the Mayor's nomination for appointment to the Housing and Building Code Hearing and Appeals Board.  
**Continued.**

(05- ) Selection of alternate to serve on the Alameda County Lead Abatement Joint Powers Authority Board.

Mayor Johnson stated that Councilmember deHaan has indicated an interest to serve as the alternate.

Vice Mayor Gilmore moved that Councilmember deHaan serve on the Alameda County Lead Abatement Joint Powers Authority Board.

Councilmember Matarrese seconded the motion, which carried by unanimous voice vote - 5.

(05- ) Councilmember Daysog noted that today is the City of Alameda's 151st birthday.

(05- ) Councilmember deHaan requested a report on the Lincoln School drop off area situation; there is concern with the next generation of remediation intruding into the existing field area.

Vice Mayor Gilmore stated that the School District staff is presenting a plan to the School Board on April 26.

The Acting City Manager stated that the meeting may be sooner than April 26 and that he would verify the date.

Mayor Johnson inquired whether the plan intrudes into the field area, to which the Acting City Manager responded that the plan goes partially into the field area and basketball paved area.

Vice Mayor Gilmore inquired how the plan would effect putting in a full size regulation soccer field, to which the Acting City Manager responded the matter would be addressed at the meeting and City staff would bring back information.

Mayor Johnson stated that she has informed a couple of School Board members and the Superintendent that she is concerned about taking away field space; noted that the basketball courts are not just used by the school.

(05- ) Councilmember deHaan inquired whether the window display ordinance came back to Council, to which the Acting City Manager responded that there is 30-day implementation period to allow people time to adjust before enforcement.

(05- ) Mayor Johnson requested that increasing the size of the Recreation and Park Commission be placed on the next agenda.

(05- ) Mayor Johnson stated the Finance Director is working on a more aggressive policy to buy in Alameda; noted that the check registers indicate how much the City spends outside of Alameda and are very disturbing; stated that sales tax revenue is being given to other cities; a purchasing position might be needed to coordinate better prices and ensure that purchasing is done in Alameda as much as possible.

(05- ) Mayor Johnson stated that the Council needs to consider a Business Recruiter position in the next budget.

Councilmember deHaan stated that every Economic Development Commission study indicated a Business Recruiter as a top priority; noted that buying in Alameda is important.

(05- ) Councilmember Matarrese stated important projects are



coming forward; requested staff reports reference applicable plans such as the General Plan, Economic Development Strategic Plan, the Downtown Plan, the Bicycle Master Plan, etc; staff reports should have a section that reviews basic conformance to the policy documents that have been adopted; for non-conformance, there should be an explanation of the pros and cons; noted the plans may need to be updated; projects such as the Theatre, Bridgeside Shopping Center and the Base need to check conformances to existing plans.

ADJOURNMENT

There being no further business, Mayor Johnson adjourned the Regular Meeting at 8:57 p.m.

Respectfully submitted,

Lara Weisiger  
City Clerk

The agenda for this meeting was posted in accordance with the Brown Act.

MINUTES OF THE SPECIAL CITY COUNCIL MEETING  
THURSDAY- -APRIL 21, 2005- -4:00 P.M.

Mayor Johnson convened the Special Meeting at 4:00 p.m.

Roll Call - Present: Councilmembers Daysog, deHaan, Gilmore,  
Matarrese, and Mayor Johnson - 5.

Absent: None.

The Special Meeting was adjourned to Closed Session to consider:

(05- ) Public Employment - Title: City Manager.

Following the Closed Session, the Special Meeting was reconvened and Mayor Johnson announced that direction was given to the recruiter and no decision was made.

Adjournment

There being no further business, Mayor Johnson adjourned the Special Meeting at 10:30 p.m.

Respectfully submitted,

Lara Weisiger  
City Clerk

The agenda for this meeting was posted in accordance with the Brown Act.

April 28, 2005

Honorable Mayor and Councilmembers:

This is to certify that the claims listed on the check register and shown below have been approved by the proper officials and, in my opinion, represent fair and just charges against the City in accordance with their respective amounts as indicated thereon.

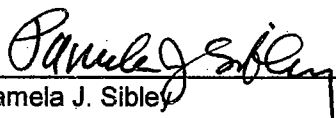
<u>Check Numbers</u>	<u>Amount</u>
135619 - 136056	2,038,478.96
EFT 115	170,000.00

Void Checks:

134775	(167.86)
133896	(286.74)
133916	(164.72)
134830	(286.74)
134846	(164.72)
134916	(551.89)
135277	(1,126.00)
134529	(3,846.00)
135741	(61.00)
131470	(34.69)
	<hr/>

GRAND TOTAL	2,201,788.60
-------------	--------------

Respectfully submitted,

  
\_\_\_\_\_  
Pamela J. Sibley

Council Warrants 05/03/2005

BILLS #4-B  
05/03/05

# CITY OF ALAMEDA

## *Memorandum*

Date: April 20, 2005

To: Honorable Mayor  
and Councilmembers

From: Lara Weisiger  
City Clerk

Re: Authorizing Call for Bid for Legal Advertising for the Fiscal Year Ending June  
30, 2006

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### **Background**

Section 3-18 of the City Charter requires an annual contract for publication of all legal advertising of the City in a newspaper adjudicated to be a newspaper of general circulation within the City of Alameda.

### **Discussion/Analysis**

The Alameda Journal is the Official Newspaper of the City for legal advertising for the fiscal year ending June 30, 2005. With Council authorization, the City Clerk will publish a notice in the Alameda Journal stating the City will receive bids up to the hour of 2:00 p.m. on Wednesday, May 25, 2005, for the publication of all legal advertising for the fiscal year ending June 30, 2006.

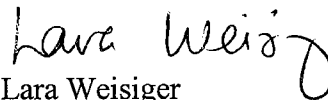
### **Budget Consideration**

None.

### **Recommendation**

It is recommended that the City Council authorize the City Clerk to call for bids for the publication of all City legal advertising for fiscal year ending June 30, 2006.

Respectfully submitted,



Lara Weisiger  
City Clerk

Attachment - 1 (Specifications)

**Notice to Proposers**  
**SPECIFICATIONS FOR LEGAL ADVERTISING**

The City of Alameda is seeking proposers to provide Legal Advertising Service for the fiscal year ending June 30, 2006.

Legal advertising must be published in a newspaper adjudicated to be a newspaper of general circulation within the City of Alameda.

Advertising shall be in accordance with the following:

- 1) All advertisements shall be set in six-point type, or in such larger type and spacing between lines as directed by the officer authorizing the advertisement.
- 2) Title and sub-heading shall be set in six-point type, black-face type, or in such larger type as may be specified by the officer authorizing the advertisement.
- 3) The submission deadline for ads shall not exceed 4 days from date of publication (excluding holiday periods).
- 4) The withdrawal deadline for ads shall be up to 1 day from date of publication (excluding holiday periods).

Bidders shall state in their proposals for legal advertising the price per column inch, set in six-point type, according to the following schedule:

- ▶ A price per column inch for the 1st insertion;
- ▶ A price per column inch for the 2nd insertion;
- ▶ A price per column inch for the 3rd and for each subsequent insertion.

Proposals for legal advertising must include an audit verifying circulation.

Proposals must be presented to the City Clerk, in the City Hall, Alameda, California under sealed cover and plainly marked on the outside, "Proposal for Legal Advertising -- Fiscal Year 2005-06." Sealed bids will be received up to the hour of 2:00 p.m. on Wednesday, May 25, 2005.

Contract for such legal advertising, if awarded, will be awarded subject to the provisions of the Charter of said City, to the responsible bidder who submits the lowest and best bid. The right is reserved to reject any or all bids.

The newspaper published by the bidder to whom such contract is awarded shall be known, for the term of such contract, as the "Official Newspaper" of the City for legal advertising.

**CITY OF ALAMEDA**  
**MEMORANDUM**

Date: April 20, 2005

To: Honorable Mayor and  
Councilmembers

From: William C. Norton  
Acting City Manager

Re: Quarterly Investment Report for Period Ending March 31, 2005

**BACKGROUND**

Attached is the investment portfolio for the quarter ending March 31, 2005.

**DISCUSSION**

The attached portfolio reflects the invested operating funds as well as the various assessment district funds. These investments have been made in accordance with the provisions of the City's approved Investment Guidelines. The City of Alameda's expenditure requirements for the next six months are more than sufficiently covered by two sources, namely (1) anticipated revenues from regular operations and (2) liquidity of current investments.

**FINANCIAL IMPACT**

This report is provided for information purposes only.

**RECOMMENDATION**

The City Manager recommends that Council accept the City's Investment Report for the period ending March 31, 2005.

Respectfully submitted,

William C. Norton  
Acting City Manager

  
Juelle-Ann Boyer  
Chief Financial Officer

JB:dl  
Attachment  
G:\FINANCE\COUNCIL\2005\020105\Investment4thqtr.doc



## City of Alameda • California

April 21, 2005

Honorable Mayor and City Council

I have reviewed the City of Alameda's Investment Report for the quarter ending March 31, 2005, and find that it complies with the Investment Policy established by my office.

The interest of the Council is always appreciated

Sincerely,



Kevin Kennedy  
City Treasurer

KK:dl

*Dedicated to Excellence, Committed to Service*

Finance Department  
2263 Santa Clara Avenue, Room 220  
Alameda, California 94501-4477  
510.747.4881 • Fax 510.747.4890 • TDD 510.522.7538

CITY OF ALAMEDA  
INVESTMENT PORTFOLIO FOR THE QUARTER ENDING MARCH 31, 2005

INVESTMENT SUMMARY						
	BOOK VALUE	PERCENT OF TOTAL	AVERAGE REMAINING LIFE DAYS	AVERAGE PAR VALUE YIELD	MARKET VALUE	
1. CERTIFICATES OF DEPOSIT	\$190,000.00	0.1394%	309	2.5050%	\$190,000.00	\$190,000.00
2. FEDERAL/AGENCY ISSUES	50,069,472.95	36.7470%	858	3.2796%	49,031,698.82	49,085,841.20
3. MEDIUM-TERM NOTES	11,733,059.44	8.6111%	595	3.7633%	11,297,000.00	11,468,427.76
4. INVESTMENTS WITH TRUSTEES	66,939,312.92	49.1281%	295	1.9237%	66,952,259.79	66,936,431.97
5. FIRST AMERICAN TREASURY FUND	1,847,964.54	1.3563%	1	1.9900%	1,847,964.54	1,847,964.54
6. LOCAL AGENCY INVESTMENT FUND	5,474,877.82	4.0181%	1	2.3800%	5,474,877.82	5,474,877.82
TOTAL INVESTMENT PORTFOLIO	\$136,254,687.67	100.0000%			\$134,793,800.97	\$135,003,543.29
GENERAL FUND ONLY TOTAL						
2003-04 ACTUAL INTEREST INCOME	\$789,927	\$1,542,795				
2004-05 PROJECTED INTEREST INCOME	\$1,700,000	\$3,747,763				
YEAR-TO-DATE INTEREST INCOME	\$1,356,875	\$2,549,721				
PERCENT OF INTEREST RECEIVED TO DATE	79.82%	68.03%				
CITY WEIGHTED AVERAGE YIELD	2.57%					
CITY WEIGHTED AVERAGE LIFE	512					
I VERIFY THAT THIS INVESTMENT PORTFOLIO IS IN CONFORMITY WITH ALL STATE LAWS AND THE CITY'S INVESTMENT POLICY WHICH IS REVIEWED ANNUALLY BY THE CITY COUNCIL AND THE CITY TREASURER OF THE CITY OF ALAMEDA.						
JUELLE-ANN BOYER, CHIEF FINANCIAL OFFICER						



CITY OF ALAMEDA  
INVESTMENT PORTFOLIO FOR THE QUARTER ENDING MARCH 31, 2005

DESCRIPTION	BOOK VALUE	RATE	YIELD	PURCHASE DATE	MATURITY DATE	LIFE TO MATURITY DAYS	REMAINING LIFE DAYS	PAR VALUE	MARKET VALUE 3/31/2005
INVESTMENT BY FUND									
CITY POOLED FUNDS									
LOCAL AGENCY INVESTMENT FUND	\$5,221,907.54	2.3800%	2.3800%	2-Jan-05	01-Apr-05	89	1	\$5,221,907.54	\$5,221,907.54
LOCAL AGENCY INVESTMENT FUND (UDAG)	252,970.28	2.3800%	2.3800%	2-Jan-05	01-Apr-05	89	1	252,970.28	252,970.28
U S BANK - FIRST AMERICAN TREASURY	1,847,964.54	1.9900%	1.9900%	2-Jan-05	01-Apr-05	89	1	1,847,964.54	1,847,964.54
TRANS PACIFIC NATIONAL BANK	95,000.00	2.5000%	2.5300%	06-Feb-05	06-Feb-06	365	312	95,000.00	95,000.00
BANK OF ALAMEDA	95,000.00	2.4500%	2.4800%	30-Jan-05	30-Jan-06	365	305	95,000.00	95,000.00
FFCB DISC NOTE	699,642.03		2.631%	30-Mar-05	06-Apr-05	7	6	700,000.00	699,671.29
BANK OF AMERICA SUB NOTES	272,444.90	7.625%	1.464%	09-Jun-03	15-Apr-05	676	15	245,000.00	245,308.46
ASSOCIATES CORP NA NOTES	231,325.00	6.200%	8.050%	22-May-00	16-May-05	1,820	46	250,000.00	250,887.00
MORGAN STANLEY DW NOTES	534,250.00	7.750%	5.860%	19-Apr-01	15-Jun-05	1,518	76	500,000.00	504,378.00
FHLB GLOBAL NOTES	1,039,414.06	3.250%	1.376%	24-Jun-03	15-Aug-05	783	137	1,000,000.00	1,000,625.00
WAL MART STORES INC CORPORATE NOTES	493,987.50	5.875%	2.020%	03-Mar-03	15-Oct-05	957	198	450,000.00	456,030.45
US TREASURY NOTES	1,045,664.06	5.750%	2.435%	17-Jun-04	15-Nov-05	516	229	1,000,000.00	1,015,195.00
CITIFINANCIAL COMMERCIAL CREDIT CO NOTES	498,395.00	6.125%	6.200%	12-Jan-01	01-Dec-05	1,784	245	500,000.00	508,194.50
FHLB GLOBAL NOTES	500,035.00	2.250%	2.246%	04-Dec-03	15-Dec-05	742	259	500,000.00	495,625.00
FHLMC GLOBAL REFERENCE NOTES	1,038,054.00	5.250%	2.767%	17-Jun-04	15-Jan-06	577	290	1,000,000.00	1,012,500.00
FHLMC GLOBAL REFERENCE NOTES	1,988,764.00	1.875%	2.842%	15-Jun-04	15-Feb-06	610	321	2,000,000.00	1,969,375.00
FNMA NOTES (CALLABLE)	501,406.25	2.340%	2.201%	23-Feb-04	29-Mar-06	765	363	500,000.00	493,125.00
US TREASURY NOTES	1,480,371.09	1.500%	2.400%	01-Oct-04	31-Mar-06	546	365	1,500,000.00	1,471,582.50
FHLM TAP NOTES	1,030,011.30	2.750%	3.013%	22-Jun-04	15-May-06	692	410	1,035,000.00	1,023,356.25
AMERICAN GENERAL FINANCE CORP NOTES	524,235.00	5.910%	3.329%	28-Jun-04	12-Jun-06	714	438	500,000.00	510,049.00
FNMA BENCHMARK NOTES	1,102,092.00	5.250%	1.715%	24-Jun-03	15-Jun-06	1,087	441	1,000,000.00	1,016,562.50
FNMA BENCHMARK NOTES	1,976,948.00	2.500%	3.100%	15-Jun-04	15-Jun-06	730	441	2,000,000.00	1,969,375.00
FNMA NOTES (CALLABLE)	2,055,190.00	5.250%	2.377%	05-Jan-05	15-Jun-06	526	441	2,000,000.00	2,033,125.00
NATIONAL CITY CALIF CMNTY DEV (AMBAC)	1,649,257.50	3.500%	3.530%	06-Jan-04	01-Aug-06	905	455	450,000.00	443,250.00
FNMA NOTES (CALLABLE)	300,000.00	2.500%	2.499%	31-Mar-04	11-Aug-06	863	498	300,000.00	294,656.25
FHLM TAP NOTES	525,527.34	2.500%	3.883%	17-Jul-02	15-Aug-06	1,490	502	500,000.00	509,218.75
FHLM TAP NOTES (CALLABLE)	514,800.00	2.400%	2.786%	12-Dec-03	28-Aug-06	990	515	520,000.00	509,437.50
FFCB DESIGNATED BONDS	986,663.70	2.375%	2.492%	24-Sep-03	02-Oct-06	1,104	550	990,000.00	968,034.38
US TREASURY NOTES	834,316.41	6.500%	3.618%	17-Jul-02	15-Oct-06	1,551	563	750,000.00	781,318.50
GENERAL ELECTRIC CAP CORP NOTES	1,244,275.00	3.125%	3.372%	01-Dec-04	09-Nov-06	708	588	1,250,000.00	1,232,787.50
FHLM TAP NOTES	1,006,484.38	2.750%	2.491%	05-Apr-04	15-Nov-06	954	594	1,000,000.00	981,875.00
FNMA GLOBAL BENCHMARK NOTES	833,713.44	2.625%	3.010%	04-Nov-04	15-Nov-06	741	594	840,000.00	823,200.00
WELLS FARGO CO CORPORATE NOTES	724,495.42	6.550%	3.313%	23-Nov-04	01-Dec-06	738	610	682,000.00	710,985.00
FHLM GLOBAL NOTES	743,477.25	2.750%	3.194%	01-Dec-04	15-Dec-06	744	624	750,000.00	736,406.25
FNMA BENCHMARK NOTES	520,019.53	5.000%	4.017%	17-Jul-02	15-Jan-07	1,643	655	500,000.00	509,062.50
COUNTRYWIDE HOME CORPORATE NOTES	780,750.00	5.500%	3.833%	21-Jun-04	01-Feb-07	955	672	750,000.00	764,461.50
FHLM TAP NOTES	607,517.58	4.875%	3.251%	27-Sep-02	15-Feb-07	1,602	686	570,000.00	578,906.25
FHLMC GLOBAL REFERENCE NOTES	931,481.65	2.375%	3.113%	06-May-04	15-Feb-07	1,015	686	950,000.00	922,984.38
FNMA GLOBAL BENCHMARK NOTES	1,944,708.00	2.375%	3.469%	15-Jun-04	15-Feb-07	975	686	2,000,000.00	1,943,750.00
FNMA GLOBAL BENCHMARK NOTES	524,277.34	5.250%	4.111%	17-Jul-02	15-Apr-07	1,733	745	500,000.00	511,718.75
FNMA NOTES (CALLABLE)	371,587.89	5.250%	3.798%	09-Aug-02	15-Apr-07	1,710	745	350,000.00	358,203.13
FNMA GLOBAL BENCHMARK NOTES	748,875.00	2.500%	2.552%	31-Mar-04	19-Apr-07	1,114	749	750,000.00	727,500.00
CITIGROUP GLOBAL MARKETS NOTES	825,083.81	7.375%	3.627%	29-Dec-04	15-May-07	1,763	775	750,000.00	807,754.32
US TREASURY NOTES	843,339.84	6.625%	3.780%	17-Jul-02	15-May-07	1,064	775	1,175,000.00	1,158,430.15
US TREASURY NOTES	1,169,905.28	3.125%	3.282%	15-Jun-04	15-May-07	1,141	867	600,000.00	594,750.00
FHLM TAP NOTES	601,230.00	3.750%	3.679%	30-Jun-04	15-Aug-07	1,154	867	1,000,000.00	991,250.00
FHLM TAP NOTES	1,001,601.56	3.750%	3.695%	17-Jun-04	15-Aug-07	1,154	867	1,000,000.00	991,250.00
FNMA GLOBAL BENCHMARK NOTES	454,828.13	6.625%	3.523%	10-Dec-02	15-Oct-07	1,770	928	400,000.00	424,125.00

CITY OF ALAMEDA  
INVESTMENT PORTFOLIO FOR THE QUARTER ENDING MARCH 31, 2005

DESCRIPTION	BOOK VALUE	RATE	YIELD	PURCHASE DATE	MATURITY DATE	LIFE TO MATURITY DAYS	REMAINING LIFE DAYS	PAR VALUE	MARKET VALUE
AMERICAN GENERAL FINANCE CORPORATE NOTES	629,022.00	4.500%	3.099%	09-Mar-04	15-Nov-07	1,346	959	600,000.00	600,813.60
FHLB TAP NOTES	1,055,414.06	3.500%	3.361%	10-Nov-03	15-Nov-07	1,466	959	1,050,000.00	1,032,609.38
FFCB NOTES	1,009,450.00	3.750%	3.449%	07-Jul-04	19-Nov-07	1,230	963	1,000,000.00	989,687.50
FHLMC GOLD MBS POOL #M90791	721,188.71	4.000%	3.286%	14-Jan-03	01-Jan-08	1,813	1,006	709,875.07	704,470.74
HOUSEHOLD FINANCE CO. NOTES	719,070.75	4.625%	3.094%	05-Jun-03	15-Jan-08	1,685	1,020	675,000.00	676,763.10
FHLB GLOBAL NOTES	1,388,598.40	3.625%	3.927%	03-Mar-05	15-Jan-08	1,048	1,020	1,400,000.00	1,380,750.00
BANK OF AMERICA CORPORATE NOTES	895,374.06	6.375%	4.165%	30-Jun-04	15-Feb-08	1,325	1,051	834,000.00	875,419.78
FNMA GLOBAL BENCHMARK NOTES	859,511.72	5.750%	2.406%	24-Jun-03	15-Feb-08	1,697	1,051	750,000.00	781,171.88
FHLMC GLOBAL REFERENCE NOTES	603,186.65	5.750%	3.499%	31-Jul-03	15-Apr-08	1,720	1,111	550,000.00	574,062.50
FHLMC GLOBAL REFERENCE NOTES	545,882.50	5.750%	3.605%	06-Aug-03	15-Apr-08	1,714	1,111	500,000.00	521,875.00
GENERAL ELECTRIC CAPITAL CORP NOTES	655,843.50	3.500%	3.286%	07-Oct-03	01-May-08	1,668	1,127	650,000.00	632,669.05
FNMA BENCHMARK NOTES	612,200.60	6.000%	3.142%	11-Feb-04	15-May-08	1,555	1,141	550,000.00	577,843.75
BANK ONE CORPORATE NOTES	1,055,250.00	6.000%	4.234%	08-Mar-05	01-Aug-08	1,242	1,219	1,000,000.00	1,052,800.00
FHLB TAP NOTES	1,006,797.00	3.750%	3.559%	08-Oct-04	15-Aug-08	1,407	1,233	1,000,000.00	981,875.00
US TREASURY NOTES	896,800.78	3.250%	3.332%	09-Dec-03	15-Aug-08	1,711	1,233	900,000.00	878,344.20
FHLMC GLOBAL REFERENCE NOTES	588,502.80	3.625%	4.118%	08-Jun-04	15-Sep-08	1,560	1,264	600,000.00	587,437.50
FHLB GLOBAL NOTES	980,703.13	3.625%	4.124%	17-Jun-04	15-Sep-08	1,551	1,264	1,000,000.00	979,062.50
FHLMC GLOBAL REFERENCE NOTES	586,713.00	3.625%	4.177%	08-Jun-04	14-Nov-08	1,620	1,324	600,000.00	586,500.00
FHLMC GLOBAL REFERENCE NOTES	538,711.00	5.750%	3.980%	06-May-04	15-Mar-09	1,774	1,445	500,000.00	524,687.50
FHLMC GLOBAL REFERENCE NOTES	582,261.00	3.375%	4.039%	06-May-04	15-Apr-09	1,805	1,476	600,000.00	587,736.00
FNMA GLOBAL BENCHMARK NOTES	995,346.00	4.250%	4.356%	17-Jun-04	15-May-09	1,793	1,506	1,000,000.00	994,062.50
FNMA GLOBAL BENCHMARK NOTES	445,630.80	6.375%	3.746%	31-Aug-04	15-Jun-09	1,749	1,537	400,000.00	429,250.00
FHLMC MBS 5YR BALLOON POOL #M90935	1,665,557.40	5.000%	3.934%	30-Jul-04	01-Jul-09	1,797	1,553	1,626,918.10	1,648,465.04
FHLMC GLOBAL REFERENCE NOTES	408,342.00	4.250%	3.773%	31-Aug-04	15-Jul-09	1,779	1,567	400,000.00	397,750.00
FHLMC MBS NOTES 5YR BALLOON POOL# M90937	1,238,064.79	5.000%	4.051%	01-Feb-05	01-Aug-09	1,642	1,584	1,214,905.65	1,230,995.88
FHLMC GLOBAL REFERENCE NOTES	1,334,210.40	6.625%	4.025%	06-Dec-04	15-Sep-09	1,744	1,629	1,200,000.00	1,304,250.00
FNMA GLOBAL BENCHMARK NOTES	667,248.60	6.625%	3.979%	07-Jan-05	15-Sep-09	1,712	1,629	600,000.00	651,937.50
FHLB TAP NOTES	987,770.00	4.000%	4.290%	07-Mar-05	13-Nov-09	1,712	1,688	1,000,000.00	980,312.50
TOTAL AND AVERAGES	\$69,315,374.75	3.7223%	3.2539%			1,179	756	\$67,841,541.18	\$68,067,111.32

CITY OF ALAMEDA  
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DESCRIPTION	BOOK VALUE	RATE	YIELD	PURCHASE DATE	MATURITY DATE	LIFE TO MATURITY DAYS	REMAINING LIFE DAYS	PAR VALUE	MARKET VALUE
<u>HBI ASSESSMENT DIST. 92-1</u>									
C.A.M.P. - MONEY MARKET (IMPROVEMENT FUND)	\$870,481.13	2.4300%	2.4300%	1-Jan-05	01-Apr-05	90	1	\$870,481.13	\$870,481.13
BNY - WELLS FARGO TREASURY PLUS	99.59	2.0300%	2.0300%	1-Jan-05	01-Apr-05	90	1	99.59	99.59
BNY - INVESTMENT AGREEMENT	1,972,050.78	5.1500%	5.1500%	1-Jan-05	01-Apr-05	90	1	1,972,050.78	1,972,050.78
TOTAL AND AVERAGES	\$2,842,631.50	4.3170%	4.3170%			90	1	\$2,842,631.50	\$2,842,631.50
<u>HBI ASSESSMENT DIST. 92-1</u>									
BNY - WELLS FARGO TREASURY PLUS	51.09	2.0300%	2.0300%	1-Jan-05	01-Apr-05	90	1	51.09	51.09
TOTAL AND AVERAGES	51.09	2.0300%	2.0300%			90	1	\$51.09	\$51.09
<u>MARINA VILLAGE ASSESSMENT DIST. 89-1</u>									
C.A.M.P. - MONEY MARKET (IMPROVEMENT FUND)	\$2,437,994.11	2.4300%	2.4300%	1-Jan-05	01-Apr-05	90	1	\$2,437,994.11	\$2,437,994.11
CDC FUNDING - INVESTMENT AGREEMENT	3,163,532.42	5.4000%	5.4000%	1-Jan-05	01-Apr-05	90	1	3,163,532.42	3,163,532.42
TOTAL AND AVERAGES	\$5,601,526.53	4.1073%	4.1073%			90	1	\$5,601,526.53	\$5,601,526.53
<u>CERTIFICATE OF PARTICIPATION (CITY HALL)</u>									
MBIA INVESTMENT AGREEMENT	829,950.00	4.9250%	4.9250%	1-Oct-03	01-Apr-05	548	1	829,950.00	829,950.00
BNY - WELLS FARGO TREASURY PLUS	41,062.40	2.0200%	2.0200%	1-Jan-05	01-Apr-05	90	1	41,062.40	41,062.40
TOTAL AND AVERAGES	\$871,012.40	4.7880%	4.7880%			319	1	\$871,012.40	\$871,012.40
<u>1995 SEWER SYSTEM PROJECT</u>									
BNY - WELLS FARGO TREASURY PLUS	\$19,296.29	2.0300%	2.0300%	1-Jan-05	01-Apr-05	90	1	\$19,296.29	\$19,296.29
U.S. TREAS NOTES 1.50%, 1/31/05	\$1,083,044.53	1.6250%	1.6200%	1-Feb-05	31-Jul-05	180	122	\$1,089,000.00	\$1,083,979.71
TOTAL AND AVERAGES	\$1,102,340.82	1.6321%	1.6272%			135	62	\$1,108,296.29	\$1,103,276.00
<u>CERTIFICATES OF PARTICIPATION ( POLICE BLDG.)</u>									
BNY - WELLS FARGO TREASURY PLUS	\$35.00	2.0200%	2.0200%	1-Jan-05	01-Apr-05	90	1	\$35.00	\$35.00
US TREAS NOTES 3.625% , 1/15/10	241,602.97	3.6250%	3.6250%	1-Feb-05	15-Jan-10	1,809	1,751	242,000.00	236,204.10
BNY - WELLS FARGO TREASURY PLUS	2,016.18	2.0300%	2.0300%	1-Jan-05	01-Apr-05	90	1	2,016.18	2,016.18
TOTAL AND AVERAGES	\$243,654.15	0.0171%	0.0171%			663	584	\$244,051.18	\$238,255.28
<u>COMMUNITY FACILITIES DISTRICT #1</u>									
BNY - WELLS FARGO TREASURY PLUS	\$24.80	2.0400%	2.0400%	1-Jan-05	01-Apr-05	90	1	\$24.80	\$24.80
BNY - AIG MATCHED FUNDING CORP.	1,470,357.17	5.1520%	5.1400%	15-Jun-04	01-Aug-19	5,525	5,236	1,470,357.17	1,470,357.17
TOTAL AND AVERAGES	\$1,470,381.97	5.1519%	5.1399%			2,808	2,619	\$1,470,381.97	\$1,470,381.97

CITY OF ALAMEDA  
INVESTMENT PORTFOLIO FOR THE QUARTER ENDING MARCH 31, 2005

DESCRIPTION	BOOK VALUE	RATE	YIELD	PURCHASE DATE	MATURITY DATE	LIFE TO MATURITY DAYS	REMAINING LIFE DAYS	PAR VALUE	MARKET VALUE
<u>COMMUNITY FACILITIES DISTRICT #2</u>									
U.S. TREAS. NOTES 1.50% 7/31/05	\$444,555.47	1.5000%	1.5000%	1-Feb-05	31-Jul-05	180	122	\$447,000.00	\$444,939.33
U.S. TREAS. NOTES 1.625 % 2/28/06	185,928.75	1.6500%	1.6500%	1-Mar-05	28-Feb-06	364	334	\$189,000.00	\$185,987.81
BNY - WELLS FARGO TREASURY PLUS	9,416.16	2.0200%	2.0200%	1-Jan-05	01-Apr-05	90	1	9,416.16	9,416.16
TOTAL AND AVERAGES	\$639,900.38	1.0718%	1.0718%			211	152	\$645,416.16	\$640,343.30
<u>CERTIFICATES OF PARTICIPATION ( GOLF &amp; LIBRARY)</u>									
U.S. TREAS. NOTES 6.50%, 5/15/05	367,507.97	6.5000%	6.2500%	1-Jun-04	15-May-05	348	45	\$351,000.00	\$352,561.95
BNY - WELLS FARGO TREASURY PLUS (RESERVE)	23,648.64	2.0300%	2.0300%	1-Jan-05	01-Apr-05	90	1	23,648.64	23,648.64
TOTAL AND AVERAGES	\$391,156.61	6.2298%	5.9949%			219	23	\$374,648.64	\$376,210.59
<u>1992 PFA REVENUE BONDS SERIES A</u>									
BNY - WELLS FARGO TREASURY PLUS	\$168,876.86	2.0200%	2.0200%	1-Jan-05	01-Apr-05	90	1	168,876.86	168,876.86
TOTAL AND AVERAGES	\$168,876.86	2.0200%	2.0200%			90	1	\$168,876.86	\$168,876.86
<u>ALAMEDA CIC TAX ALLOC. REFUND. SER 2003 A &amp; B</u>									
UNION BANK - PROVIDENT INST. FUND	\$1,259,694.93	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	\$1,259,694.93	\$1,259,694.93
UNION BANK - PROVIDENT INST. FUND	411,508.28	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	411,508.28	411,508.28
UNION BANK - PROVIDENT INST. FUND	1,590,130.53	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	1,590,130.53	1,590,130.53
UNION BANK - PROVIDENT INST. FUND	124,325.51	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	124,325.51	124,325.51
TOTAL AND AVERAGES	\$3,385,659.25	2.4500%	2.4500%			90	1	\$3,385,659.25	\$3,385,659.25
<u>ALAMEDA CIC TAX ALLOC. REFUND. SER 2003CD</u>									
MBIA GUARANTEED INVESTMENT CONTRACT	\$1,263,768.75	4.8600%	4.8600%	1-Jan-05	01-Apr-05	90	1	\$1,263,768.75	\$1,263,768.75
UNION BANK - PROVIDENT INST. FUND	185,246.01	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	185,246.01	185,246.01
UNION BANK - PROVIDENT INST. FUND	330,242.93	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	330,242.93	330,242.93
UNION BANK - PROVIDENT INST. FUND	22.18	2.4600%	2.4600%	1-Jan-05	01-Apr-05	90	1	22.18	22.18
TOTAL AND AVERAGES	\$1,779,279.87	4.1618%	4.1618%			90	1	\$1,779,279.87	\$1,779,279.87
<u>ALAMEDA CIC SUB TAX TABS 2002 SERIES B</u>									
UNION BANK - PROVIDENT INST. FUND	\$162.82	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	\$162.82	\$162.82
UNION BANK - U.S. TREASURY NOTES	463,413.44	3.5000%	3.4600%	1-Jan-05	15-Nov-06	683	594	481,000.00	479,499.28
UNION BANK - PROVIDENT INST. FUND	706.52	2.4500%	2.4500%	1-Jan-05	15-Nov-06	683	594	706.52	706.52
TOTAL AND AVERAGES	\$464,282.78	3.4980%	3.4581%			485	396	\$481,869.34	\$480,368.62

CITY OF ALAMEDA  
INVESTMENT PORTFOLIO FOR THE QUARTER ENDING MARCH 31, 2005

DESCRIPTION	BOOK VALUE	RATE	YIELD	PURCHASE DATE	MATURITY DATE	LIFE TO MATURITY DAYS	REMAINING LIFE DAYS	PAR VALUE	MARKET VALUE
<u>ALAMEDA CIC SUB TAX ALLOC BONDS 2003B</u>									
UNION BANK - PROVIDENT INST. FUND	\$15.01	2.4700%	2.4700%	1-Jan-05	01-Apr-05	90	1	\$15.01	\$15.01
UNION BANK - PROVIDENT INST. FUND	0.02	0.0000%	0.0000%	1-Jan-05	01-Apr-05	90	1	0.02	0.02
UNION BANK - PROVIDENT INST. FUND	20,055.46	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	20,055.46	20,055.46
CDC FUNDING GUARANTEE INVEST AGREEMENT	886,783.44	4.5100%	4.5100%	18-Dec-03	30-Dec-16	4,761	4,292	886,783.44	886,783.44
CDC FUNDING GUARANTEE INVEST AGREEMENT	5,895,208.70	1.3100%	1.3100%	18-Dec-03	01-Jun-06	896	427	5,895,208.70	5,895,208.70
TOTAL AND AVERAGES	\$6,802,062.63	1.1426%	1.1426%			1,185	944	\$6,802,062.63	\$6,802,062.63
<u>ALAMEDA CIC SUB TAX ALLOC BONDS 2003A1 &amp; A2</u>									
UNION BANK - PROVIDENT INST. FUND	\$58.32	2.4600%	2.4600%	1-Jan-05	01-Apr-05	90	1	\$58.32	\$58.32
UNION BANK - PROVIDENT INST. FUND	17,108.97	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	17,108.97	17,108.97
AIG MATCHED FUNDING CORP. 5.202%	3,230,954.81	5.2000%	5.2000%	1-Jan-05	01-Apr-05	90	1	3,230,954.81	3,230,954.81
UNION BANK - PROVIDENT INST. FUND	66,249.16	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	66,249.16	66,249.16
CDC FUNDING 1.31% GUARANTEE INVEST ACCT	18,433,134.40	1.3100%	1.3100%	1-Jan-05	01-Apr-05	90	1	18,433,134.40	18,433,134.40
UNION BANK - PROVIDENT INST. FUND	13,321.05	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	13,321.05	13,321.05
UNION BANK - PROVIDENT INST. FUND	2,388,512.36	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	2,388,512.36	2,388,512.36
AIG MATCHED FUNDING CORP 1/1/2014	8,426,002.59	0.0000%	0.0000%	1-Jan-05	01-Apr-05	90	1	8,426,002.59	8,426,002.59
TOTAL AND AVERAGES	\$32,575,341.66	1.4440%	1.4440%			90	1	\$32,575,341.66	\$32,575,341.66
<u>2003 LIBRARY BOND PROJECT</u>									
LAIF-LIBRARY CONSTRUCTION & IMPROVEMENTS	\$8,601,154.42	2.3800%	2.3800%	1-Jan-05	01-Apr-05	90	1	\$8,601,154.42	\$8,601,154.42
TOTAL AND AVERAGES	\$8,601,154.42	2.3800%	2.3800%			90	1	\$8,601,154.42	\$8,601,154.42

CITY OF ALAMEDA  
INVESTMENT PORTFOLIO FOR THE QUARTER ENDING MARCH 31, 2005

DESCRIPTION	BOOK VALUE	RATE	YIELD	PURCHASE DATE	MATURITY DATE	LIFE TO MATURITY DAYS	REMAINING LIFE DAYS	PAR VALUE	MARKET VALUE
<b>1. CERTIFICATES OF DEPOSITS</b>									
TRANS PACIFIC NATIONAL BANK	\$95,000.00	2.5000%	2.5300%	06-Feb-05	06-Feb-06	365	312	\$95,000.00	\$95,000.00
BANK OF ALAMEDA	95,000.00	2.4500%	2.4800%	30-Jan-05	30-Jan-06	365	305	95,000.00	95,000.00
<b>TOTAL AND AVERAGES</b>	<b>\$190,000.00</b>	<b>2.4750%</b>	<b>2.5050%</b>			<b>365</b>	<b>309</b>	<b>\$190,000.00</b>	<b>\$190,000.00</b>
<b>2. GOVERNMENT AGENCIES</b>									
FFCB DISC NOTE	699,642.03		2.631%	30-Mar-05	06-Apr-05	7	6	700,000.00	699,671.29
FHLB GLOBAL NOTES	1,039,414.06	3.250%	1.376%	24-Jun-03	15-Aug-05	783	137	1,000,000.00	1,000,625.00
US TREASURY NOTES	1,045,664.06	5.750%	2.435%	17-Jun-04	15-Nov-05	516	229	1,000,000.00	1,015,195.00
FHLB GLOBAL NOTES	500,035.00	2.250%	2.246%	04-Dec-03	15-Dec-05	742	259	500,000.00	495,625.00
FHLB GLOBAL REFERENCE NOTES	1,038,054.00	5.250%	2.767%	17-Jun-04	15-Jan-06	577	290	1,000,000.00	1,012,500.00
FHLMC GLOBAL REFERENCE NOTES	1,968,764.00	1.875%	2.842%	15-Jun-04	15-Feb-06	610	321	2,000,000.00	1,969,375.00
FNMA NOTES (CALLABLE)	501,406.25	2.340%	2.201%	23-Feb-04	29-Mar-06	765	363	500,000.00	493,125.00
US TREASURY NOTES	1,480,371.09	1.500%	2.400%	01-Oct-04	31-Mar-06	546	365	1,500,000.00	1,471,582.50
FHLB TAP NOTES	1,030,011.30	2.750%	3.013%	22-Jun-04	15-May-06	692	410	1,035,000.00	1,023,356.25
FNMA BENCHMARK NOTES	1,102,092.00	5.250%	1.715%	24-Jun-03	15-Jun-06	1,087	441	1,000,000.00	1,016,562.50
FNMA GLOBAL BENCHMARK NOTES	1,976,948.00	2.500%	3.100%	15-Jun-04	15-Jun-06	730	441	2,000,000.00	1,969,375.00
FNMA BENCHMARK NOTES	2,055,190.00	5.250%	3.277%	05-Jan-05	15-Jun-06	526	441	2,000,000.00	2,033,125.00
FNMA NOTES (CALLABLE)	449,437.50	2.580%	2.632%	06-Jan-04	29-Jun-06	905	455	450,000.00	443,250.00
FNMA NOTES (CALLABLE)	300,000.00	2.500%	2.499%	31-Mar-04	11-Aug-06	863	498	300,000.00	294,656.25
FHLB TAP NOTES	525,527.34	5.250%	3.883%	17-Jul-02	15-Aug-06	1,490	502	500,000.00	509,218.75
FHLB NOTES (CALLABLE)	514,800.00	2.400%	2.786%	12-Dec-03	28-Aug-06	515	550	520,000.00	509,437.50
FFCB DESIGNATED BONDS	986,663.70	2.375%	2.492%	24-Sep-03	02-Oct-06	1,104	550	990,000.00	968,034.38
US TREASURY NOTES	834,316.41	6.500%	3.618%	17-Jul-02	15-Oct-06	1,551	563	750,000.00	781,318.50
FHLB TAP NOTES	1,006,484.38	2.750%	2.491%	05-Apr-04	15-Nov-06	954	594	1,000,000.00	981,875.00
FNMA GLOBAL BENCHMARK NOTES	833,713.44	2.625%	3.010%	04-Nov-04	15-Nov-06	741	594	840,000.00	823,200.00
FHLB GLOBAL NOTES	743,477.25	2.750%	3.194%	01-Dec-04	15-Dec-06	744	624	750,000.00	736,406.25
FNMA BENCHMARK NOTES	520,019.53	5.000%	4.017%	17-Jul-02	15-Jan-07	1,643	655	500,000.00	509,062.50
FHLB TAP NOTES	607,517.58	4.875%	3.251%	27-Sep-02	15-Feb-07	1,602	686	570,000.00	578,906.25
FNMA GLOBAL BENCHMARK NOTES	931,481.65	2.375%	3.113%	06-May-04	15-Feb-07	1,015	686	950,000.00	922,984.38
FHLB GLOBAL REFERENCE NOTES	1,944,706.00	2.375%	3.469%	15-Jun-04	15-Feb-07	975	686	2,000,000.00	1,943,750.00
FNMA GLOBAL BENCHMARK NOTES	524,277.34	5.250%	4.111%	17-Jul-02	15-Apr-07	1,733	745	500,000.00	511,718.75
FNMA GLOBAL BENCHMARK NOTES	371,587.89	5.250%	3.798%	09-Aug-02	15-Apr-07	1,710	745	350,000.00	358,203.13
FNMA NOTES (CALLABLE)	748,875.00	2.500%	2.552%	31-Mar-04	19-Apr-07	1,114	749	750,000.00	727,500.00
US TREASURY NOTES	843,339.84	6.625%	3.780%	17-Jul-02	15-May-07	1,763	775	750,000.00	792,510.00
US TREASURY NOTES	1,169,905.28	3.125%	3.282%	15-Jun-04	15-May-07	1,064	775	1,175,000.00	1,158,430.15
FHLB TAP NOTES	601,230.00	3.750%	3.679%	30-Jun-04	15-Aug-07	1,141	867	600,000.00	594,750.00
FHLB TAP NOTES	1,001,601.56	3.750%	3.695%	17-Jun-04	15-Aug-07	1,154	867	1,000,000.00	991,250.00
FNMA GLOBAL BENCHMARK NOTES	454,828.13	6.625%	3.523%	10-Dec-02	15-Oct-07	1,770	928	400,000.00	424,125.00
FHLB TAP NOTES	1,055,414.06	3.500%	3.361%	10-Nov-03	15-Nov-07	1,466	959	1,050,000.00	1,032,609.38
FFCB NOTES	1,009,450.00	3.750%	3.449%	07-Jul-04	19-Nov-07	1,230	963	1,000,000.00	989,687.50
FHLMC GOLD MBS POOL #M90791	721,188.71	4.000%	3.286%	14-Jan-03	01-Jan-08	1,813	1,006	709,875.07	704,470.74
FHLB GLOBAL NOTES	1,388,598.40	3.625%	3.927%	03-Mar-05	15-Jan-08	1,048	1,020	1,400,000.00	1,380,750.00
FNMA GLOBAL BENCHMARK NOTES	859,511.72	5.750%	2.406%	24-Jun-03	15-Feb-08	1,697	1,051	750,000.00	781,171.88
FHLB GLOBAL REFERENCE NOTES	603,186.65	5.750%	3.499%	31-Jul-03	15-Apr-08	1,720	1,111	550,000.00	574,062.50
FHLMC GLOBAL REFERENCE NOTES	545,882.50	5.750%	3.605%	06-Aug-03	15-Apr-08	1,714	1,111	500,000.00	521,875.00
FNMA BENCHMARK NOTES	612,200.60	6.000%	3.142%	11-Feb-04	15-May-08	1,555	1,141	550,000.00	577,843.75
FHLB TAP NOTES	1,006,797.00	3.750%	3.559%	08-Oct-04	15-Aug-08	1,407	1,233	1,000,000.00	981,875.00

CITY OF ALAMEDA  
INVESTMENT PORTFOLIO FOR THE QUARTER ENDING MARCH 31, 2005

DESCRIPTION	BOOK VALUE	RATE	YIELD	PURCHASE DATE	MATURITY DATE	LIFE TO MATURITY DAYS	REMAINING LIFE DAYS	PAR VALUE	MARKET VALUE
US TREASURY NOTES	886,800.78	3.250%	3.332%	09-Dec-03	15-Aug-08	1,711	1,233	900,000.00	878,344.20
FHLMC GLOBAL REFERENCE NOTES	588,502.80	3.625%	4.118%	08-Jun-04	15-Sep-08	1,264	1,264	600,000.00	587,437.50
FHLMC GLOBAL REFERENCE NOTES	980,703.13	3.625%	4.124%	17-Jun-04	15-Sep-08	1,551	1,264	1,000,000.00	979,082.50
FHLB GLOBAL NOTES	586,713.00	3.625%	4.177%	08-Jun-04	14-Nov-08	1,620	1,324	600,000.00	586,500.00
FHLMC GLOBAL REFERENCE NOTES	588,711.00	5.750%	3.980%	06-May-04	15-Mar-09	1,774	1,445	500,000.00	524,687.50
FHLMC GLOBAL REFERENCE NOTES	582,261.00	3.375%	4.039%	06-May-04	15-Apr-09	1,805	1,476	600,000.00	587,736.00
FNMA GLOBAL BENCHMARK NOTES	995,346.00	4.250%	4.356%	17-Jun-04	15-May-09	1,793	1,506	1,000,000.00	994,082.50
FNMA GLOBAL BENCHMARK NOTES	445,630.80	6.375%	3.746%	31-Aug-04	15-Jun-09	1,749	1,537	400,000.00	429,250.00
FHLMC MBS 5YR BALLOON POOL #M90935	1,685,557.40	5.000%	3.934%	30-Jul-04	01-Jul-09	1,797	1,553	1,626,918.10	1,648,465.04
FHLMC MBS 5YR BALLOON POOL # M90937	408,342.00	4.250%	3.773%	31-Aug-04	15-Jul-09	1,779	1,567	400,000.00	397,750.00
FHLMC MBS 5YR BALLOON POOL # M90937	1,238,064.79	5.000%	4.051%	01-Feb-05	01-Aug-09	1,642	1,584	1,214,905.65	1,230,995.88
FHLMC GLOBAL REFERENCE NOTES	1,334,210.40	6.625%	4.025%	06-Dec-04	15-Sep-09	1,744	1,629	1,200,000.00	1,304,250.00
FNMA GLOBAL BENCHMARK NOTES	667,248.60	6.625%	3.979%	07-Jan-05	15-Sep-09	1,712	1,629	600,000.00	651,937.50
FHLB TAP NOTES	987,770.00	4.000%	4.290%	07-Mar-05	13-Nov-09	1,712	1,688	1,000,000.00	980,312.50
TOTAL AND AVERAGES	\$50,069,472.95	3.9152%	3.2796%			1,272	858	\$49,031,698.82	\$49,085,841.20
3. MEDIUM-TERM NOTES (CORP. BONDS)									
BANK OF AMERICA SUB NOTES	272,444.90	7.625%	1.464%	09-Jun-03	15-Apr-05	676	15	245,000.00	245,308.46
ASSOCIATES CORP NA NOTES	231,325.00	6.200%	8.050%	22-May-00	16-May-05	1,820	46	250,000.00	250,887.00
MORGAN STANLEY DW NOTES	534,250.00	7.750%	5.860%	19-Apr-01	15-Jun-05	1,518	76	500,000.00	504,378.00
WAL MART STORES INC CORPORATE NOTES	493,987.50	5.875%	2.020%	03-Mar-03	15-Oct-05	957	198	450,000.00	456,030.45
CITIFINANCIAL COMMERCIAL CREDIT CO NOTES	498,395.00	6.125%	6.200%	12-Jan-01	01-Dec-05	1,784	245	500,000.00	508,194.50
AMERICAN GENERAL FINANCE CORP NOTES	524,235.00	5.910%	3.329%	28-Jun-04	12-Jun-06	714	438	500,000.00	510,049.00
NATIONAL CITY CALIF CMNTY DEV (AMBAC)	1,649,257.50	3.500%	3.530%	11-Jan-05	01-Aug-06	567	488	1,650,000.00	1,639,126.50
GENERAL ELECTRIC CAP CORP NOTES	1,244,276.00	3.125%	3.372%	01-Dec-04	09-Nov-06	708	588	1,250,000.00	1,232,787.50
WELLS FARGO CO CORPORATE NOTES	724,495.42	6.550%	3.313%	23-Nov-04	01-Dec-06	738	610	882,000.00	710,985.00
COUNTRYWIDE HOME CORPORATE NOTES	780,750.00	5.500%	3.833%	21-Jun-04	01-Feb-07	955	672	750,000.00	764,461.50
CITIGROUP GLOBAL MARKETS NOTES	825,083.81	7.375%	3.627%	29-Dec-04	15-May-07	867	775	761,000.00	807,754.32
AMERICAN GENERAL FINANCE CORPORATE NOTES	629,022.00	4.500%	3.099%	09-Mar-04	15-Nov-07	1,346	959	600,000.00	600,813.60
HOUSEHOLD FINANCE CO. NOTES	719,070.75	4.625%	3.084%	05-Jun-03	15-Jan-08	1,685	1,020	675,000.00	676,763.10
BANK OF AMERICA CORPORATE NOTES	895,374.06	6.375%	4.165%	30-Jun-04	15-Feb-08	1,325	1,051	834,000.00	875,419.78
GENERAL ELECTRIC CAPITAL CORP NOTES	655,843.50	3.500%	3.286%	07-Oct-03	01-May-08	1,668	1,127	650,000.00	632,669.05
BANK ONE CORPORATE NOTES	1,055,250.00	6.000%	4.234%	08-Mar-05	01-Aug-08	1,242	1,219	1,000,000.00	1,052,800.00
TOTAL AND AVERAGES	\$11,733,059.44	5.2827%	3.7633%			1,161	595	\$11,297,000.00	\$11,468,427.76

CITY OF ALAMEDA  
INVESTMENT PORTFOLIO FOR THE QUARTER ENDING MARCH 31, 2005

DESCRIPTION	BOOK VALUE	RATE	YIELD	PURCHASE DATE	MATURITY DATE	LIFE TO MATURITY DAYS	REMAINING LIFE DAYS	PAR VALUE	MARKET VALUE
<b>4. INVESTMENTS WITH TRUSTEES</b>									
BNY - WELLS FARGO TREASURY PLUS	99.59	2.0300%	2.0300%	1-Jan-05	01-Apr-05	90	1	99.59	99.59
BNY - INVESTMENT AGREEMENT	1,972,050.78	5.1500%	5.1500%	1-Jan-05	01-Apr-05	90	1	1,972,050.78	1,972,050.78
BNY - WELLS FARGO TREASURY PLUS	51.09	2.0300%	2.0300%	1-Jan-05	01-Apr-05	90	1	51.09	51.09
BNY - WELLS FARGO TREASURY PLUS	41,062.40	2.0200%	2.0200%	1-Jan-05	01-Apr-05	90	1	41,062.40	41,062.40
BNY - WELLS FARGO TREASURY PLUS	\$19,296.29	2.0300%	2.0300%	1-Jan-05	01-Apr-05	90	1	\$19,296.29	\$19,296.29
BNY - WELLS FARGO TREASURY PLUS	\$35.00	2.0200%	2.0200%	1-Jan-05	01-Apr-05	90	1	\$35.00	\$35.00
BNY - WELLS FARGO TREASURY PLUS	2,016.18	2.0300%	2.0300%	1-Jan-05	01-Apr-05	90	1	2,016.18	2,016.18
BNY - WELLS FARGO TREASURY PLUS	\$24.80	2.0400%	2.0400%	1-Jan-05	01-Apr-05	90	1	\$24.80	\$24.80
BNY - AIG MATCHED FUNDING CORP.	1,470,357.17	5.1520%	5.1400%	15-Jun-04	01-Aug-19	5,525	5,236	1,470,357.17	1,470,357.17
BNY - WELLS FARGO TREASURY PLUS	9,416.16	2.0200%	2.0200%	1-Jan-05	01-Apr-05	90	1	9,416.16	9,416.16
BNY - WELLS FARGO TREASURY PLUS (RESERVE)	23,648.64	2.0300%	2.0300%	1-Jan-05	01-Apr-05	90	1	23,648.64	23,648.64
BNY - WELLS FARGO TREASURY PLUS	\$168,876.86	2.0200%	2.0200%	1-Jan-05	01-Apr-05	90	1	\$168,876.86	\$168,876.86
C.A.M.P. - MONEY MARKET (IMPROVEMENT FUND)	\$870,481.13	2.4300%	2.4300%	1-Jan-05	01-Apr-05	90	1	\$870,481.13	\$870,481.13
C.A.M.P. - MONEY MARKET (IMPROVEMENT FUND)	\$2,437,994.11	2.4300%	2.4300%	1-Jan-05	01-Apr-05	90	1	\$2,437,994.11	\$2,437,994.11
CDC FUNDING - INVESTMENT AGREEMENT	3,163,532.42	5.4000%	5.4000%	1-Jan-05	01-Apr-05	90	1	3,163,532.42	3,163,532.42
MBIA INVESTMENT AGREEMENT	829,950.00	4.9250%	4.9250%	1-Oct-03	01-Apr-05	548	1	829,950.00	829,950.00
U.S. TREAS. NOTES 1.50%, 1/31/05	\$1,083,044.53	1.6250%	1.6250%	1-Feb-05	31-Jul-05	180	122	\$1,089,000.00	\$1,083,979.71
US TREAS. NOTES 3.625%, 1/15/10	241,602.97	3.6250%	3.6250%	1-Feb-05	15-Jan-10	1,809	1,751	242,000.00	236,204.10
U.S. TREAS. NOTES 1.50%, 7/31/05	\$444,555.47	1.5000%	1.5000%	1-Feb-05	31-Jul-05	180	122	\$447,000.00	\$444,939.33
U.S. TREAS. NOTES 1.625 % 2/28/06	185,928.75	1.6500%	1.6500%	1-Mar-05	28-Feb-06	364	334	\$189,000.00	\$185,987.81
U.S. TREAS. NOTES 6.50%, 5/15/05	367,507.97	6.5000%	6.2500%	1-Jun-04	15-May-05	348	45	\$351,000.00	\$352,561.95
LAIF-LIBRARY CONSTRUCTION & IMPROVEMENTS	\$8,601,154.42	2.3800%	2.3800%	1-Jan-05	01-Apr-05	90	1	\$8,601,154.42	\$8,601,154.42
UNION BANK - PROVIDENT INST. FUND	\$1,259,694.93	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	\$1,259,694.93	\$1,259,694.93
UNION BANK - PROVIDENT INST. FUND	411,508.28	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	411,508.28	411,508.28
UNION BANK - PROVIDENT INST. FUND	1,590,130.53	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	1,590,130.53	1,590,130.53
UNION BANK - PROVIDENT INST. FUND	124,325.51	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	124,325.51	124,325.51
MBIA GUARANTEED INVESTMENT CONTRACT	\$1,263,768.75	4.8600%	4.8600%	1-Jan-05	01-Apr-05	90	1	\$1,263,768.75	\$1,263,768.75
UNION BANK - PROVIDENT INST. FUND	185,246.01	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	185,246.01	185,246.01
UNION BANK - PROVIDENT INST. FUND	330,242.93	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	330,242.93	330,242.93
UNION BANK - PROVIDENT INST. FUND	22.18	2.4600%	2.4600%	1-Jan-05	01-Apr-05	90	1	22.18	22.18
UNION BANK - PROVIDENT INST. FUND	\$162.82	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	\$162.82	\$162.82
UNION BANK - U.S. TREASURY NOTES	463,413.44	3.5000%	3.4600%	1-Jan-05	15-Nov-06	683	594	481,000.00	479,499.28
UNION BANK - PROVIDENT INST. FUND	706.52	2.4500%	2.4500%	1-Jan-05	15-Nov-06	683	594	706.52	706.52
UNION BANK - PROVIDENT INST. FUND	\$15.01	2.4700%	2.4700%	1-Jan-05	01-Apr-05	90	1	\$15.01	\$15.01
UNION BANK - PROVIDENT INST. FUND	0.02	0.0000%	0.0000%	1-Jan-05	01-Apr-05	90	1	0.02	0.02
UNION BANK - PROVIDENT INST. FUND	20,055.46	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	20,055.46	20,055.46
CDC FUNDING GUARANTEE INVEST AGREEMENT	886,783.44	4.5100%	4.5100%	18-Dec-03	30-Dec-16	4,761	4,292	886,783.44	886,783.44
CDC FUNDING GUARANTEE INVEST AGREEMENT	5,895,208.70	1.3100%	1.3100%	18-Dec-03	01-Jun-06	896	427	5,895,208.70	5,895,208.70
UNION BANK - PROVIDENT INST. FUND	\$58.32	2.4600%	2.4600%	1-Jan-05	01-Apr-05	90	1	\$58.32	\$58.32
UNION BANK - PROVIDENT INST. FUND	17,108.97	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	17,108.97	17,108.97
AIG MATCHED FUNDING CORP. 5.202%	3,230,954.81	5.2000%	5.2000%	1-Jan-05	01-Apr-05	90	1	3,230,954.81	3,230,954.81
UNION BANK - PROVIDENT INST. FUND	66,249.16	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	66,249.16	66,249.16
CDC FUNDING 1.31% GUARANTEE INVEST ACCT	18,433,134.40	1.3100%	1.3100%	1-Jan-05	01-Apr-05	90	1	18,433,134.40	18,433,134.40
UNION BANK - PROVIDENT INST. FUND	13,321.05	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	13,321.05	13,321.05
UNION BANK - PROVIDENT INST. FUND	2,388,512.36	2.4500%	2.4500%	1-Jan-05	01-Apr-05	90	1	2,388,512.36	2,388,512.36
AIG MATCHED FUNDING CORP 1/1/2014	8,426,002.59	0.0000%	0.0000%	1-Jan-05	01-Apr-05	90	1	8,426,002.59	8,426,002.59
<b>TOTAL AND AVERAGES</b>	<b>\$66,939,312.92</b>	<b>1.9253%</b>	<b>1.9237%</b>			<b>416</b>	<b>295</b>	<b>\$66,952,259.79</b>	<b>\$66,936,431.97</b>



CITY OF ALAMEDA  
INVESTMENT PORTFOLIO FOR THE QUARTER ENDING MARCH 31, 2005

DESCRIPTION	BOOK VALUE	RATE	YIELD	PURCHASE DATE	MATURITY DATE	LIFE TO MATURITY DAYS	REMAINING LIFE DAYS	PAR VALUE	MARKET VALUE
U S BANK - FIRST AMERICAN TREASURY	1,847,964.54	1.9900%	1.9900%	1-Jan-05	01-Apr-05	90	1	1,847,964.54	1,847,964.54
TOTAL AND AVERAGES	\$1,847,964.54	1.9900%	1.9900%			90	1	\$1,847,964.54	\$1,847,964.54
6. LOCAL AGENCY INVESTMENT	\$5,474,877.82	2.3800%	2.3800%	1-Jan-05	01-Apr-05	90	1	\$5,474,877.82	\$5,474,877.82
TOTAL AND AVERAGES	\$5,474,877.82	2.3800%	2.3800%			90	1	\$5,474,877.82	\$5,474,877.82

# CITY OF ALAMEDA

## MEMORANDUM

Date: April 27, 2005

To: Honorable Mayor and  
Councilmembers

From: William C. Norton  
Acting City Manager

Re: Recommendation to Accept the Quarterly Financial Report and Approve Third Quarter  
Budget Adjustments

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### BACKGROUND

The City Council adopted a 2-year spending plan for 2004-2006 and annually appropriates funds consistent with the charter and government code requirements. The total adjusted 2004-05 budget for all City funds is \$192,312,327. The attached exhibits provide the details for the General Fund and all fund categories recommended third quarter adjustments. The final exhibit is a Summary Analysis of Funds, which provides a "snapshot" as of March 31, 2005, concluding with the Estimated Fund Balance as of June 30, 2005.

### DISCUSSION/ANALYSIS

#### ***General Fund Revenues:***

Our General Fund revenues for the period ending March 31, 2005 totaled \$43,929,448 representing 66% of our updated revenue projections of \$66,393,713. The main sources of local tax revenues include the property tax (23%), the local component of the sales and use tax (7.6%), Utility Users Tax (11.9%), and a variety of "all other levies" (18.9%). The latter includes property transfer tax, franchise fees and payment in lieu of taxes, etc. The details of the adjustments to the revenue estimates can be found on the Summary of Adjustments, pages 8-11. General Fund revenue detail can be found in Exhibit B on pages 2-4 of the attachment.

The City received 55.4% of its estimated property tax allocation from the Alameda County Treasurer through March 2005. The next allocation was received in April; clean up payments are scheduled for June, July, and August. This is net of the "triple flip" reductions, which are taken in lieu of the Educational Revenue Augmentation Fund (ERAF) shift of years past. Over the last 14 years a total of \$41 million from our local share has been shifted to the ERAF. However, it needs to be noted that the ERAF shift continues for the redevelopment funds. The Tax Increment Funds are due to pay \$711,000 to the ERAF this fiscal year and next.

Certain revenue sources may appear below projected annual estimates. There is a 30-60 day lag in receipt of several major revenues. These revenue sources include sales tax, utility user tax, vehicle-in-lieu subventions, and franchise fee payments. These revenues are only accrued

at year-end and recorded on a cash basis during the fiscal year. The cable television providers make franchise fee payments quarterly while PG&E remits a franchise fee for gas on an annual basis (approximately April 15).

It appears that Sales Tax revenues will exceed the revenue estimate by approximately \$580,000. This is a result of Business to Business sales increasing. There will be a separate report analyzing the sales tax revenues. Sales tax payments received in July and August are accrued for the prior year as these payments represent taxes paid or generated in Alameda for sales transactions in April, May and June of the prior fiscal year.

Transfers from Alameda Power & Telecom are remitted to the City's General Fund in 10 equal monthly installments.

***General Fund Appropriations:***

General Fund adjustments reflect a decrease of \$6,299,384 in required appropriations for the third quarter. This includes the \$(6,197,765) reported in February 2005. The majority of this amount reflects reductions to appropriations as discussed in the February report. The details of the required appropriations can be found at the Summary of Adjustments, pages 8-11, of the attachment.

***General Fund Expenditures:***

Our General Fund operating expenditures for the nine months ending March 31, 2005 were \$47,220,593, representing 70.95% of our operating budget of \$66,553,686. Non-departmental expenditures totaled \$247,326 and included expenditures for property tax collection, rent subsidies for the Alameda Historical Museum, and transfers to Social Services Human Relations Board.

In addition, we transferred out of the General Fund to other funds as follows: Library operations (\$868,304), Urban Runoff (\$48,750), Capital Improvement (\$264,676), Debt Service – City Hall, Jail & Library (\$730,386), and Risk Management (\$808,880). Capital outlay purchases funded by General Fund amounted to \$99,281. General Fund expenditures by departments can be found on pages 5-7 of Exhibit B.

If all the assumptions prove accurate with respect to General Fund revenues and appropriations, current expenditures will exceed current revenues by \$159,972 at year-end. This is the result of several factors. One factor was revenue reductions totaling \$163,373 for a variety of items. These adjustments result from vigorous review of revenue sources and monitoring revenue receipts. Expenditures were also reduced by the net of the additional expense of the Alameda Police Officers Association Non-Sworn Unit (PANS) agreement, which was offset by reduction in the City's share of a project. The details are included in the summary of adjustments, pages 8-9 of the attachment.

A summary table of General Fund revenues and appropriations follows:

General Fund	Original Adopted	Amendments 1 <sup>st</sup> & 2 <sup>nd</sup> Qtr.	Amendments 3 <sup>rd</sup> Qtr.	NET Amendments	Amended 3/31/05
Revenues	\$ 67,508,484	\$ 487,764	\$ (1,022,534)	\$ (534,770)	\$ 66,973,713
Appropriations	\$ 69,067,768	\$ 3,785,302	\$ (6,299,384)	\$ (2,514,082)	\$ 66,553,685
Balance	\$(1,559,284)	\$(3,297,538)	\$ 5,276,850	\$ 1,979,312	\$ 420,028

The forecasted negative balance at year-end will be funded from the \$18,245,729 beginning fund balance. The remaining fund balance will represent 27.2% of operating expenses.

***Special Revenue and Enterprise Funds:***

The summary of revenues and expenditures for special revenue funds and enterprise funds are also included herein as Exhibit C, pages 12-14 of the attachment. Third quarter adjustments to these funds reflect rebudgeting or prior year's budgeted amounts for capital improvement projects as well as capturing previously authorized Council, CIC or ARRA actions. The details are found in the Summary of Adjustments found on page 8 of the attachment.

***Summary Analysis of Funds***

Exhibit C, pages 9-14, details all funds. This represents a "snapshot" as of March 31, 2005. The Estimated Fund Balance as of June 30, 2005 is the calculated results of Audited Fund Balance, June 30, 2004, plus estimated revenues less appropriations. It does not account for actual revenues or expenses. Of particular note, funds 204 and 205 are forecasted to have negative fund balances. These redevelopment funds will have deficits until the tax increment revenue is received or bond funds are drawn down in support of the projects. The Library Fund (210) is always adjusted before year end close with a transfer in from General Fund in order to close the year with a zero balance. Fund 211 (Gas Tax) will be adjusted before year-end by reducing the transfers to match actual revenues. The Narcotics Asset Seizure Fund (219) is awaiting the disbursement of funds from seized assets. Future expenditures are curtailed until the fund is brought into balance. The FISC funds (256 and 256.1) actual results will significantly reduce these deficits. Fund 275 (a maintenance assessment district) will be corrected by year-end.

The Internal Service Funds reflect the provision of services to the operating departments of the City. Fund 711 (Workers' Compensation Self Insurance) balance includes the long-term future liabilities. To the extent that these liabilities will not all mature in any one fiscal year, they have

not historically been funded via charges to the operating departments. Staff continues to monitor this fund in conjunction with the actuary. There is sufficient cash to meet the obligations to the State as self-insured for purposes of workers' compensation. Staff is continuing to understand the impacts of recent statutory and regulatory changes and their impacts.

The Dental Self Insurance Fund (713) will continue to have a small deficit but will be resolved by June 2006.

#### BUDGET/FISCAL IMPACT

We project that current expenditures will exceed General Fund current revenues by year-end. The Summary Analysis for all funds can be found on Exhibit D, pages 15-19. The projected General Fund balance for June 30, 2005 is \$18,085,757 and is 27% of the operating budget for 2004-05.

#### RECOMMENDATION

The Acting City Manager recommends that the City Council accept the report on the results of operations for the quarter ending March 31, 2005 for all funds and approve the supplemental appropriations as outlined herein.

Respectfully submitted,

William C. Norton  
Acting City Manager

By:   
Juelle-Ann Boyer  
Chief Financial Officer

#### Attachments:

Exhibit A: Recapitulation of Receipts and Disbursements (including Summary of Adjustments for General Fund)

Exhibit B: General Fund Revenues and General Fund Appropriations

Exhibit C: Special Funds Revenues, Expenditures and Summary of Adjustments

Exhibit D: Summary Analysis of Funds as of March 31, 2005

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RECAPITULATION OF RECEIPTS AND DISBURSEMENTS  
PERIOD ENDING MARCH 31, 2005

	2004-05 Actual	Actual vs Budgeted	2004-05 Amended Budgeted	Qtr 3 Amendments	Qtr 2 Amendments	Qtr 1 Amendments	2004-05 Adopted
AUDITED FUND BALANCE - July 1, 2004	*		\$18,245,729		\$ (332,647)	\$ 1,829,763	\$ 16,748,613
Property Taxes	\$8,571,137		\$15,123,620			\$ 259,620	\$ 14,864,000
Other Local Taxes	15,570,479		23,900,663		200,000	(2,026,840)	25,536,467
Licenses and Permits	2,456,208		3,503,252	191,036			3,158,252
Use of Money and Property	1,837,757		1,798,200	345,000			1,798,200
Fines and Forfeitures	467,940		881,500				881,500
Revenue from Other Agencies	3,466,914		5,894,098	1,049,512		23,886	4,820,700
Current Services	5,055,356		5,764,084	(253,082)	26,059	(500,000)	6,491,107
Contributions from other funds	5,829,209		\$8,605,422	(2,355,000)	1,002,164		9,958,258
Equipmt Replmt/Depreciation	674,448		\$1,502,875			1,502,875	
		65.59%	\$66,973,713	\$ (1,022,534)	\$ 1,228,223	\$ (740,459)	\$ 67,508,484
			\$43,929,448				
City Administration	\$4,644,335		\$ 6,269,947	\$ 29,846	\$ 125,521	\$ 40,660	\$ 6,073,920
Public Safety	29,649,482		40,897,413	(2,496,716)	71,570	(404,969)	43,727,528
Planning/Building	2,068,749		2,874,113	(86,050)	239,059		2,721,104
Public Works	4,061,288		6,493,357	(515,700)	900,303	(57,000)	6,165,754
Recreation Services	2,602,642		3,639,791	(80,600)	(70,200)	28,400	3,762,191
Depreciation	767,156		1,285,375	(217,500)		1,502,875	0
Equipment Replacement	359,338		395,600	(49,109)	(26,600)	471,309	0
Capital Outlay	99,281		129,334	(9,435)	(117,600)	256,369	0
Transfers	1,990,610		3,230,945	(2,874,120)	27,077	639,917	5,438,071
Debt Service	730,386		973,848		0		973,848
Non-Departmental	247,326		363,962		158,610		205,352
		70.95%	\$66,553,686	\$ (6,299,384)	\$ 1,307,741	\$ 2,477,561	\$ 69,067,768
			\$47,220,593				
CURRENT YEAR BALANCE OF REVENUES VS. EXPENDITURES				\$ 5,276,850	\$ (79,518)	\$ (3,218,020)	\$ (1,559,284)
			\$420,028				
ESTIMATED FUND BALANCE - JUNE 30, 2005			\$18,665,757	\$ 5,276,850	\$ (412,165)	\$ (1,388,257)	\$ 15,189,329
*			\$14,954,584				
Accrued Vacation	\$ 2,453,743						
Post Employment Health	1,044,000						
Total	\$ 3,497,743						

## GENERAL FUND REVENUES

## EXHIBIT B

ACCT NO.	DESCRIPTION	PERCENT OF TOTAL	ORIGINAL EST. 2004-05	1st Qtr Adjustments	2nd Qtr Adjustments	3rd Qtr Adjustments	REVISED EST. 2004-05	ACTUAL 31-Mar-05	BALANCE TO COLLECT	PERCENT COLLECTED
<b>PROPERTY TAXES (3100)</b>										
31100	Secured		\$13,182,000				\$13,182,000	\$7,307,307	\$5,874,693	55.43%
31200	Unsecured		1,250,000				1,250,000	1,111,739	138,261	88.94%
31400	Prior Secured		75,000				75,000	(33,950)	108,950	(45.27%)
31500	Prior Unsecured		67,000				67,000	32,432	34,568	48.41%
31700	Homeowner's Exemptions		290,000				290,000	0	290,000	0.00%
31900	Net effect of Triple Flip		0	259,620			259,620	(495,370)	754,990	(190.81%)
31901	Property Tax Triple Flip						0	648,980	(648,980)	0.00%
	<b>SUB TOTAL - PROPERTY TAXES</b>	<b>23.10%</b>	<b>\$14,864,000</b>	<b>\$259,620</b>	<b>\$0</b>	<b>\$0</b>	<b>\$15,123,620</b>	<b>\$8,571,137</b>	<b>\$6,552,483</b>	<b>(56.67%)</b>
<b>OTHER LOCAL TAXES (3200)</b>										
32100	Sales Tax		\$5,100,000				\$5,100,000	\$3,638,862	\$1,821,977	66.64%
32110	Sales Tax (Prop 172)		4,076,840	(2,026,840)			550,000	300,964	249,036	54.72%
32200	Property Transfer Tax		3,600,000				4,350,000	2,839,395	1,510,605	65.27%
32300	Utility Users Tax		7,900,000				7,900,000	5,253,552	2,646,448	66.50%
32400	Transient Occupancy Tax		650,000				740,000	534,774	205,226	72.27%
32500	PG&E Franchise Fees		200,000				165,831	0	165,831	0.00%
32510	Garbage Franchise		1,580,993		200,000		1,780,993	853,096	927,897	47.90%
32520	Cable Franchise Fees		453,634				365,000	181,285	183,715	49.67%
32550	Taxi Franchise Fees		15,000				15,000	0	15,000	0.00%
32560	ATS Franchise Fee		500,000				290,000	139,605	150,395	48.14%
32600	Housing Authority In Lieu		190,000				190,000	95,000	95,000	50.00%
32610	Payment in Lieu of Taxes		1,270,000				2,093,000	1,297,716	795,284	62.00%
32000	Other Taxes		0				0	436,230	(436,230)	0.00%
	<b>SUB TOTAL - OTHER TAXES</b>	<b>36.61%</b>	<b>\$25,536,467</b>	<b>(\$2,026,840)</b>	<b>\$200,000</b>	<b>\$191,036</b>	<b>\$23,900,663</b>	<b>\$15,570,479</b>	<b>\$8,330,184</b>	<b>65.15%</b>
<b>LICENSES &amp; PERMITS (3300)</b>										
33063	Permit Tracking Fee		\$90,000				\$135,000	\$103,593	\$31,407	76.74%
33064	Community Planning Fee		200,000				200,000	127,813	72,187	63.91%
33100	Business Licenses		1,465,300				1,465,300	942,370	522,930	64.31%
33150	Taxi Permit		3,000				3,000	900	2,100	30.00%
33200	Bicycle Licenses		500				500	176	324	35.20%
33400	Building Permits		1,050,000				1,150,000	885,954	264,046	77.04%
33410	Encroachment Permit Fees		16,090				16,090	(8,578)	24,668	(53.32%)
33500	Electrical Permits		160,000				210,000	164,543	45,457	78.35%
33600	Plumbing Permits		165,000				315,000	238,477	76,523	75.71%
33700	Concrete Permits		5,000				5,000	0	5,000	0.00%
33900	Miscellaneous Permits		3,362				3,362	960	2,402	28.55%
	<b>SUB TOTAL - LICENSES &amp; PERMITS</b>	<b>5.35%</b>	<b>\$3,158,252</b>	<b>\$0</b>	<b>\$0</b>	<b>\$345,000</b>	<b>\$3,503,252</b>	<b>\$2,456,208</b>	<b>\$1,047,044</b>	<b>70.11%</b>
<b>USE OF MONEY &amp; PROPERTY (3500)</b>										
35100	Interest Income		\$1,700,000				\$1,700,000	\$1,767,665	(\$67,665)	103.96%
35300	Rental Income		97,200				97,200	70,092	27,108	72.11%
35400	Concessions Income		1,000				1,000	0	1,000	0.00%
	<b>SUB TOTAL - USE OF MONEY</b>	<b>2.75%</b>	<b>\$1,798,200</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$1,798,200</b>	<b>\$1,837,757</b>	<b>(\$39,557)</b>	<b>102.20%</b>

## GENERAL FUND REVENUES

## EXHIBIT B

ACCT NO. D E S C R I P T I O N	PERCENT OF TOTAL	ORIGINAL EST. 2004-05	1st Qtr Adjustments	2nd Qtr Adjustments	3rd Qtr Adjustments	REVISED EST. 2004-05	ACTUAL 31-Mar-05	BALANCE TO COLLECT	PERCENT COLLECTED
<b>FINES AND FORFEITURES (\$400)</b>									
34100 Ordinance Violations		\$681,000				\$681,000	\$327,215	\$353,785	48.05%
34410 Permit Penalties		100,000				100,000	91,760	8,240	91.76%
34910 Enforcement & Appeal		500				500	285	215	57.00%
34950 Traffic School Fees		100,000				100,000	48,680	51,320	48.68%
<b>SUB TOTAL - FINES &amp; FORFEITS</b>	<b>1.35%</b>	<b>\$881,500</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$881,500</b>	<b>\$467,940</b>	<b>\$413,560</b>	<b>53.08%</b>
<b>REVENUE FROM OTHER AGENCIES</b>									
36220 State Highway Maintenance		\$49,200				\$49,200	-	\$49,200	0.00%
36226 Misc Reimbursements		100,000				100,000	26,252	73,748	26.25%
36227 Booking Fees Reimbursement		200,000				200,954	200,954	(954)	100.48%
36310 County Grant		0	23,886			23,886	19,906	3,980	83.34%
36320 County Reimbursement - ALS		265,000			(256,000)	9,000	0	9,000	0.00%
36490 Post Reimbursements		80,000				80,000	39,265	40,735	49.08%
36520 Mandated Cost Reimb State					36,112	36,112	36,112	0	100.00%
36800 Motor Vehicle in Lieu		4,000,000			1,180,000	5,180,000	2,954,145	2,225,855	57.03%
36930 Park Fund Contribution		102,000				102,000	57,231	44,769	56.11%
36990 Other Contrib/Donation		24500			89,400	113,900	133,048	(19,148)	116.81%
<b>SUB TOTAL - REVENUES FROM OTHERS</b>	<b>9.00%</b>	<b>\$4,820,700</b>	<b>\$23,886</b>	<b>\$0</b>	<b>\$1,049,512</b>	<b>\$5,894,098</b>	<b>\$3,466,914</b>	<b>\$2,427,184</b>	<b>58.82%</b>
<b>CURRENT SERVICES (3700 &amp; 3900)</b>									
39900 General Administration		\$285,675			(314,325)	\$285,675	\$310,321	(\$24,646)	108.63%
37900 Annual Maintenance Revenue		\$0		26,059		26,059	0	26,059	0.00%
37080 Engineer Service Fees		2,438,578	(500,000)		(68,000)	1,615,496	1,901,340	(285,844)	117.69%
37160 Plan Check Fees		84,000				84,000	13,656	70,344	16.26%
39900 City Attorney		105,000				105,000	73,947	31,053	70.43%
37900 Other Current Services		35,000				35,000	0	35,000	0.00%
39800 Police		229,675			30,000	229,675	171,617	58,058	74.72%
39900 Planning		426,600				426,600	166,288	260,312	38.98%
39900 Recreation		150,000				150,000	59,042	90,958	39.36%
39900 Public Works		84,643			29,243	84,643	61,178	23,465	72.28%
37460 Fire - Ambulance Fees		1,418,000			70,000	1,418,000	1,225,886	192,114	86.45%
39900 Development/Building Services		883,936				883,936	965,027	(11,091)	109.17%
37510 Golf Surcharge		350,000				350,000	107,054	242,946	30.59%
<b>SUB TOTAL - CURRENT SERVICES</b>	<b>8.80%</b>	<b>\$6,491,107</b>	<b>(\$500,000)</b>	<b>\$26,059</b>	<b>(\$253,082)</b>	<b>\$5,764,084</b>	<b>\$5,055,356</b>	<b>\$708,728</b>	<b>87.70%</b>



## GENERAL FUND REVENUES

EXHIBIT B

ACCT NO. DESCRIPTION	PERCENT OF TOTAL	ORIGINAL EST. 2004-05	1st Qtr Adjustments	2nd Qtr Adjustments	3rd Qtr Adjustments	REVISED EST. 2004-05	ACTUAL 31-Mar-05	BALANCE TO COLLECT	PERCENT COLLECTED
<b>CONTRIBUTIONS FROM OTHER FUNDS</b>									
38101 Trsf from GF		\$0				200,000	-	200,000	0.00%
38164 Trsf from CIT		0				0	98,177	(98,177)	#DIV/0!
38201 Trsf from CIC-WECIP		153,867				153,867	115,400	38,467	75.00%
38202 Trsf from Low/Mod-WECIP		40,768				40,768	30,576	10,192	75.00%
38203 Trsf from CIC-BWIP		494,685				494,685	371,014	123,671	75.00%
38204 Trsf from Low/Mod BWIP		58,782				58,782	44,087	14,696	75.00%
38205 Trsf from CIC-Alameda Point		299,284				299,284	224,463	74,821	75.00%
38206 Trsf from Low/Mod AP/PP		7,367				7,367	5,525	1,842	75.00%
38210 Trsf from Library		0		80,000		80,000	60,000	20,000	75.00%
38211 Trsf from Gas Tax		1,272,149		98,669		1,370,818	954,112	416,707	69.60%
38213 Trsf from Traffic Safety		250,000			(100,000)	150,000	87,500	62,500	58.33%
38216 Trsf from Tidelands		64,248		222,654		286,902	48,186	238,716	16.80%
38221 Trsf from DUT		0		17,598		17,598	12,986	4,612	73.79%
38224 Trsf from Parking Meters		110,628		47,001		157,629	89,412	68,217	56.72%
38227 Trsf from Comm'l Revit'l		3,885				3,885	2,914	971	75.00%
38236 Trsf from CDBG		10,000				10,000	0	10,000	0.00%
38256 Trsf from FISC Revenue		53,909				53,909	40,432	13,477	75.00%
38266 Trsf from Affordable Housing		122,952				122,952	92,214	30,738	75.00%
38270 Trsf from Garbage Surcharge		41,830		338,182		380,012	56,221	323,791	14.79%
38273 Trsf from Curbside Recycling		19,356				19,356	14,517	4,839	75.00%
38274 Trsf from Waste Reduction		117,220				117,220	87,915	29,305	75.00%
38280 Trsf from Athletic Trust		59,352				59,352	44,514	14,838	75.00%
38310 Trsf from CIP		75,000				75,000	0	75,000	0.00%
38328 Trsf from 2003 AP Bond		0			45,000	45,000	45,000	0	100.00%
38351 Trsf from Urban Runoff		320,506		168,060		488,566	240,380	248,187	49.20%
32530 Bureau of Elec. Franchise Fee		2,500,000				2,500,000	2,000,000	500,000	80.00%
38601 Trsf from Golf Course		312,321		30,000		342,321	261,053	81,268	76.26%
38602 Trsf from Sewer Service		357,405				357,405	268,054	89,351	75.00%
38658 ARRA		3,212,744			(2,500,000)	712,744	534,558	178,186	75.00%
<b>SUB TOTAL - CONTRIBUTIONS</b>	13.14%	<b>\$9,958,258</b>	<b>\$0</b>	<b>\$1,002,164</b>	<b>(\$2,355,000)</b>	<b>\$8,605,422</b>	<b>\$5,829,209</b>	<b>\$2,776,213</b>	<b>67.74%</b>
<b>TOTAL - GENERAL FUND</b>	100.00%	<b>\$67,508,484</b>	<b>(\$2,243,334)</b>	<b>\$1,228,223</b>	<b>(\$1,022,534)</b>	<b>\$65,470,838</b>	<b>\$43,255,000</b>	<b>\$22,215,838</b>	<b>66.07%</b>
<b>Fund 119 Equipment Replacement Depreciation</b>		<b>\$0.00</b>	<b>\$ 1,502,875</b>	<b>\$</b>	<b>\$</b>	<b>1,502,875</b>	<b>\$ 674,448</b>	<b>\$ 828,427</b>	<b>44.88%</b>
<b>GRAND TOTAL - GENERAL FUND</b>		<b>\$67,508,484</b>	<b>(\$740,459)</b>	<b>\$1,228,223</b>	<b>(\$1,022,534)</b>	<b>\$66,973,713</b>	<b>\$43,929,448</b>	<b>\$23,044,265</b>	<b>65.59%</b>

EXHIBIT B

GENERAL FUND City Administration	ORIGINAL APPROPRIATIONS 2004-05	First Qtr Adjustments	Second Qtr Adjustments	Third Qtr Adjustments	Adjusted Appropriations	EXPENDITURES Mar 31 2005	BALANCE Mar 31 2005	PERCENT EXPENDED
1210 City Council	\$126,396		\$ 5,596.00	\$4,950	\$136,942	\$122,774	\$14,168	89.65%
2110 City Manager	970,816		132,000	(51,500)	1,051,316	750,682	300,634	71.40%
2210 City Clerk	343,460		30,720	(7,200)	366,980	276,293	90,687	75.29%
2310 City Attorney	911,337	40,660		(645)	951,352	709,975	241,377	74.63%
2410 Finance	1,887,470			(36,250)	1,851,220	1,385,935	465,285	74.87%
2510 Human Resources	1,037,024		(42,795)	140,087	1,134,316	829,251	305,065	73.11%
2610 Information Technology	797,417			(19,596)	777,821	569,425	208,396	73.21%
GENERAL GOVT SUB TOTAL:								
	\$6,073,920	\$40,660	\$125,521	\$29,846	\$6,269,947	\$4,644,335	\$1,625,612	74.07%
Public Safety								
Police Services								
3110 Bureau of Services	\$5,230,165		(\$13,830)	(\$196,361)	\$5,019,994	\$3,727,185	\$1,292,809	74.25%
3120 Bureau of Operations	15,198,746	(404,969)	85,400	(466,176)	14,413,002	10,520,402	3,892,600	72.99%
3130 Animal Shelter	307,423			(31,828)	275,595	202,244	73,351	73.38%
3190 Crossing Guards	181,344			(18,249)	163,095	125,125	37,970	76.72%
	\$20,917,698	(\$404,969)	\$71,570	(\$712,613)	\$19,871,686	\$14,574,957	\$5,296,729	73.35%
Fire Services								
3210 Emergency Services	\$9,473,030			(642,582)	\$8,830,448	\$7,100,985	\$1,729,462	80.41%
3220 Preventive Services	1,398,662			(9,900)	1,388,762	878,648	510,114	63.27%
3230 Advanced Life Support	6,238,138			(1,620)	6,236,518	3,805,041	2,431,477	61.01%
	\$17,109,830	\$0	\$0	(\$654,103)	\$16,455,727	\$11,784,674	\$4,671,054	71.61%
Police / Fire Pension								
	\$5,700,000	\$0	\$0	(\$1,130,000)	\$4,570,000	\$3,289,852	\$1,280,148	71.99%
PUBLIC SAFETY SUB TOTAL:								
	\$43,727,528	(\$404,969)	\$71,570	(\$2,496,716)	\$40,897,413	\$29,649,482	\$11,247,931	72.50%
Planning								
4110 Development Review	\$563,289		\$180,500	(\$76,065)	\$667,724	\$473,032	\$194,692	70.84%
4120 Policy Dev. & Environ. Review	387,532		(3,350)	(84,625)	299,557	222,070	77,487	74.13%
4600 Planning Annual Maintenance	0		26,059		26,059	0	26,059	0.00%
	\$950,821	\$0	\$203,209	(\$160,690)	\$993,340	\$695,102	\$298,238	69.98%

## EXHIBIT B

GENERAL FUND		ORIGINAL APPROPRIATIONS 2004-05	First Qtr Adjustments	Second Qtr Adjustments	Third Qtr Adjustments	Adjusted Appropriations	EXPENDITURES Mar 31 2005	BALANCE Mar 31 2005	PERCENT EXPENDED
<u>Development Services</u>									
4520 Building Services	\$1,470,684		\$35,850	\$79,175		\$1,585,709	\$1,164,599	\$421,110	73.44%
4540 Code Enforcement	299,599			(4,535)		295,064	209,048	86,016	70.85%
	<b>\$1,770,283</b>	<b>\$0</b>	<b>\$35,850</b>	<b>\$74,640</b>		<b>\$1,880,773</b>	<b>\$1,373,647</b>	<b>\$507,126</b>	<b>73.04%</b>
<b>PLAN/BUILDING SUB TOTAL:</b>									
	<b>\$2,721,104</b>	<b>\$0</b>	<b>\$239,059</b>	<b>(\$86,050)</b>		<b>\$2,874,113</b>	<b>\$2,068,749</b>	<b>\$805,364</b>	<b>71.98%</b>
<u>Public Works</u>									
4205 Administration	\$460,695		(\$8,210)	(\$34,000)		\$418,485	\$307,645	\$110,840	73.51%
4215 Capital Projects Division	1,630,035	(57,000)	(28,600)	(268,200)		1,276,235	876,374	399,861	68.67%
4225 Land Development & Transportation Div.	1,320,033		(41,050)	(181,600)		1,097,383	763,879	333,504	69.61%
4230 Maintenance Services	2,365,856		(85,000)	4,500		2,285,356	1,596,061	689,295	69.84%
4245 Cable Television	100,007		(10,000)	(36,400)		53,607	23,784	29,823	44.37%
4290 Street Lighting	289,128					289,128	276,939	12,189	95.78%
4300 PW Annual Maintenance	0		1,073,163			1,073,163	216,606	856,557	20.18%
	<b>\$6,165,754</b>	<b>(\$57,000)</b>	<b>\$900,303</b>	<b>(\$515,700)</b>		<b>\$6,493,357</b>	<b>\$4,061,288</b>	<b>\$2,432,069</b>	<b>62.55%</b>
<b>PUBLIC WORKS SUB TOTAL:</b>									
<u>Recreation Services</u>									
5110 Recreation	\$1,631,380		(\$56,454)	(\$12,643)		\$1,562,283	\$1,048,273	\$514,011	67.10%
5120 Parks	1,717,961		(46,946)	(49,557)		1,621,458	1,266,332	355,126	78.10%
5150 Mastick Senior Center	412,850	28,400	(16,800)	(18,400)		406,050	288,038	118,012	70.94%
5000 ARPD Annual Maintenance	0		50,000			50,000	0	50,000	0.00%
	<b>\$3,762,191</b>	<b>\$28,400</b>	<b>(\$70,200)</b>	<b>(\$80,600)</b>		<b>\$3,639,791</b>	<b>\$2,602,642</b>	<b>\$1,037,149</b>	<b>71.51%</b>
<b>RECREATION/PARKS SUB TOTAL:</b>									
	<b>\$62,450,497</b>	<b>(\$392,909)</b>	<b>\$1,266,253</b>	<b>(\$3,149,220)</b>		<b>\$60,174,622</b>	<b>\$43,026,496</b>	<b>\$17,148,125</b>	<b>71.50%</b>
<u>Operating Sub-Total</u>									
	<b>\$0</b>	<b>\$256,369</b>	<b>(\$117,600)</b>	<b>(\$9,435)</b>		<b>\$129,334</b>	<b>\$99,281</b>	<b>\$30,053</b>	<b>76.76%</b>
<u>Capital Outlay Sub-Total</u>									
	<b>\$0</b>	<b>\$1,502,875</b>		<b>(217,500)</b>		<b>\$1,285,375</b>	<b>\$767,156</b>	<b>\$518,219</b>	<b>59.68%</b>
<u>Depreciation</u>									

EXHIBIT B

GENERAL FUND Non-Departmental	ORIGINAL APPROPRIATIONS 2004-05	First Qtr Adjustments	Second Qtr Adjustments	Third Qtr Adjustments	Adjusted Appropriations	EXPENDITURES Mar 31 2005	BALANCE Mar 31 2005	PERCENT EXPENDED
Customer Service Program	\$0				\$0	\$25	(\$25)	0.00%
Alameda County - Tax Collection	150,000				150,000	190,691	(40,691)	127.13%
Museum-Space Rental	46,152				46,152	38,460	7,692	83.33%
Affordable Housing	0		1,000		1,000	750	250	75.00%
SSHRB	9,200				9,200	14,400	(5,200)	156.52%
ACEA Resolution	0		157,610		157,610	0	157,610	0.00%
Donated Tickets	0				0	3,000	(3,000)	0.00%
<b>Sub-total - Non-Departmental</b>	<b>\$205,352.00</b>	<b>\$0</b>	<b>\$158,610</b>	<b>\$0</b>	<b>\$363,962</b>	<b>\$247,326</b>	<b>\$116,635.90</b>	<b>67.95%</b>
<b>Transfers out:</b>								
Debt Service - City Hall & Jail Facility & Carn	\$973,848				\$973,848	\$730,386	\$243,462	75.00%
General Fund				200,000	200,000	0	200,000	0.00%
Library	1,202,774	110,000	108,076	67,000	1,487,850	868,304	619,547	58.36%
FISC - Public Safety	2,500,000			(2,500,000)	0	0	0	0.00%
Risk Management	1,500,000		(300,000)	(391,120)	808,880	808,880	0	100.00%
Capital Improvements (PW)	170,297	529,917	219,001	(250,000)	669,215	264,676	404,539	39.55%
Urban Runoff	65,000				65,000	48,750	16,250	75.00%
<b>Sub-total - Transfers Out</b>	<b>\$6,411,919</b>	<b>\$639,917</b>	<b>\$27,077</b>	<b>(\$2,874,120)</b>	<b>\$4,204,793</b>	<b>\$2,720,996</b>	<b>\$1,483,797</b>	<b>64.71%</b>
<b>TOTAL - GENERAL FUND</b>	<b>\$69,067,768</b>	<b>\$ 2,006,252</b>	<b>\$1,334,340</b>	<b>(\$6,250,275)</b>	<b>\$66,158,086</b>	<b>\$46,861,255</b>	<b>\$19,296,830</b>	<b>70.83%</b>

SUMMARY OF ADJUSTMENTS - GENERAL FUNDS		
Revenue	Appropriations	Department & Description
		<u>General Fund</u>
(1,439,161)		February Amendment
	(6,313,874)	February Amendment
	(49,109)	February Amendment- equipment replacement (F119)
	67,000	February Amendment - Increase library appropriation
	46,599	Police - PANS Resolution per council approval
	(50,000)	Portion CIP project to be funded by developer
(34,169)		PG & E Franchise Fee - adjust estimated revenue
10,000		AP & T Franchise Fee - adjust estimated revenue
(88,634)		Cable Franchise Fee - adjust estimated revenue
(68,000)		Engineering fee - adjust estimated revenue
36,112		Additional state mandated revenue - animal adoption prog
46,000		Additional miscellaneous revenue
70,000		Additional permit revenue
30,000		Additional contract revenue
21,400		Additional grant revenue FEMA
45,000		Additional bond proceeds to support personnel costs
(354,325)		To adjust for over-estimated revenues (IT)
23,243		Proceeds from sale of city owned property
(100,000)		Reduced transfer from traffic safety
200,000		Convert Community plan'g fee to CIP
580,000		Additional Sales Tax Revenue
<b>\$ (1,022,534)</b>	<b>\$ (6,299,384)</b>	<b>Total General Fund Adjustment</b>

SUMMARY OF ADJUSTMENTS - OTHER FUNDS		
Revenue	Appropriations	Fund
	191,473	Affordable Housing - carryover from prior year
70,000		Bayport Assessment - New assessment district
(369,000)		Housing Bond - correct budget
(2,990)		Revenue Adjustment
55,000	55,000	CIP - Grant - Pole mounted radar speed detector
204,682		APIP - revenue adjustment
120,529	(63,221)	Commercial revitalization budget carryovers
2,359,890	3,221,634	CDBG - budget carryovers
(95,867)		Equipment acquisition - correct budget
	(500,000)	BWIP bond project - to correct budget
	(127,406)	BWIP Housing - correct budget
	1,000	APIP Housing - correct budget
	33,000	Measure B - matching funds for CIP project
(310,000)		Gas Tax - revenue adjustment
1,348,554	1,348,554	Home repayment - revenue adjustment & carryovers
(95,000)	23,214	Lead Rehab - revenue adjustment & carryovers
67,000	67,000	Library - per council approval - 2/05
(15,000)	884,109	Rehab Repayment - revenue adjustment & carryovers
374,137	448,483	SSHRB - revenue adjustment & carryovers
	(100,000)	Traffic safety - correct budget
9,990		WECIP - revenue adjustment & carryovers
	(1,130,000)	Police Pension - 2/05 adjustment
<b>\$ 3,721,925</b>	<b>\$ 4,352,840</b>	<b>Total Fund Adjustment - Other Funds</b>

SPECIAL REVENUE FUNDS										EXHIBIT
FUND#	DESCRIPTION	ESTIMATED REVENUE	1st Qtr Adjustment	2nd Qtr Adjustment	3rd Qtr Adjustment	ADJUSTED REVENUE EST	ACTUAL 31-Mar-05	BALANCE TO COLLECT	PERCENT COLLECTED	
835	1998 REVENUE BOND DEBT	\$1,468,005				\$1,468,005	\$2,124,569	(\$656,564)	144.72%	
836	1998 REVENUE BOND DEBT	2,818,487				2,818,487	3,942,886	(1,124,399)	139.89%	
468	2003 AP REV BOND DEBT	0				0	41,382	(41,382)	0.00%	
328	2003 AP REVENUE BOND	0				0	31,966	(31,966)	0.00%	
201.11	2003 CIC TAX ALLOC 2003A1	0				0	43,376	(43,376)	0.00%	
201.13	2003 CIC TAX ALLOC 2003A2	0				0	83,963	(83,963)	0.00%	
201.15	2003 CIC TAX ALLOC 2003B	0				0	38,341	(38,341)	0.00%	
465	2003 TAX ALLOC REF BWIP	0				0	102,585	(102,585)	0.00%	
266	AFFORDABLE HOUSING	363,012		1,000		364,012	169,982	194,030	46.70%	
856	ALA PT BOND PROJ FUND	61,800				61,800	0	61,800	0.00%	
858	ALAMEDA REUSE AND REDEVELOPMEN	10,066,486		82,482		10,148,968	9,207,075	941,893	90.72%	
219	ASSET SEIZURE FUNDS	20,000				20,000	17,514	2,486	87.57%	
280	ATHLETIC TRUST	1,369,557				1,369,557	1,060,260	309,297	77.42%	
278	BAYPORT AD 03-1	0			70,000	70,000	35,153	34,847	50.22%	
203	BUSINESS & WATERFRONT CIC PROJ.	2,394,300		348,320	(2,990)	2,739,630	1,375,112	1,364,518	50.19%	
310	CAPITAL IMPROVEMENT FUND	6,940,000	5,318,553	4,542,075	55,000	16,855,628	6,355,438	10,500,190	37.71%	
340.11	CDF- WE TRAFFIC SAFETY	0				0	132,204	(132,204)	0.00%	
340.12	CDF- WE PARKS & RECREATION	0				0	47,843	(47,843)	0.00%	
340.13	CDF- WE PUBLIC FACILITIES	0				0	10,603	(10,603)	0.00%	
340.14	CDF- WE PUBLIC SAFETY	0				0	5,740	(5,740)	0.00%	
340.31	CDF- CEE TRAFIC SAFETY	0				0	2,272	(2,272)	0.00%	
340.32	CDF- CEE PARKS & REC	0				0	2,607	(2,607)	0.00%	
340.33	CDF- CEE PUBLIC FACILITIES	0				0	443	(443)	0.00%	
340.34	CDF- CEE PUBLIC SAFETY	0				0	187	(187)	0.00%	
340.41	CDF- BF TRAFFIC SAFETY	0				0	6,358	(6,358)	0.00%	
340.42	CDF- BF PARKS & RECREATION	0				0	6,919	(6,919)	0.00%	
340.43	CDF- BF PUBLIC FACILITIES	0				0	2,093	(2,093)	0.00%	
340.44	CDF- BF PUBLIC SAFETY	0				0	1,304	(1,304)	0.00%	
703	CENTRAL GARAGE FUND	253,903				253,903	189,680	64,223	74.71%	
702	CENTRAL STORES FUND	899,100				899,100	409,317	489,783	45.53%	
360	CFD #1 - HARBOR BAY	73,900				73,900	0	73,900	0.00%	
361	CFD# 2 - PARAGON	100,000				100,000	3,839	96,161	3.84%	
204.5	CIC - HOUSING IN-LIEU FEE	412,000		(55,645)	204,682	561,037	667,082	(106,045)	118.90%	
206	CIC- AP/IP LOWMOD INC HSG	392,965		(255,962)		137,003	94,443	42,560	68.94%	
204.4	CIC- BWIP HSG 2002 BOND PROJECT	369,000			(369,000)	0	0	0	0.00%	
205	CIC-ALAMEDA POINT	392,965		155,045		548,010	377,773	170,237	68.94%	
227	COMMERCIAL REVITALIZATION	20,196			120,529	140,725	17,724	123,001	12.59%	
236	COMMUNITY DEVELOPMENT	1,746,000			2,359,890	4,105,890	1,353,094	2,752,796	32.95%	
164	CONSTRUCTION IMPROVEMENT FUND	\$500,000				500,000	649,394	(\$149,394)	129.88%	
273	CURBSIDE RECYCLING FEE	0				0	358	(358)	0.00%	
458	DEBT SERVICE - 84-3A	349,000				349,000	251,426	97,574	72.04%	
460	DEBT SERVICE - 84-3B	113,800				113,800	63,263	50,537	55.59%	
832	DEBT SERVICE - 89-1	3,652,000				3,652,000	1,910,943	1,741,057	52.33%	
833	DEBT SERVICE - 92-1	2,963,000				2,963,000	0	2,963,000	0.00%	
860	DEBT SERVICE - CFD #1	1,584,000				1,584,000	1,029,051	554,949	64.97%	
462	DEBT SERVICE - CIC SUB BOND	868,526				868,526	875,140	(6,614)	100.76%	
413	DEBT SERVICE - JAIL FACILITY	238,898				238,898	170,777	68,122	71.49%	

**SPECIAL REVENUE FUNDS**

FUND#	D E S C R I P T I O N	ESTIMATED REVENUE	1st Qtr Adjustment	2nd Qtr Adjustment	3rd Qtr Adjustment	ADJUSTED REVENUE EST	ACTUAL 31-Mar-05	BALANCE TO COLLECT	EXHIBIT C PERCENT COLLECTED
419	DEBT SERVICE - LIB & GOLF PROJ	378,361				378,361	282,434	95,927	74.85%
421	DEBT SERVICE - LIBRARY BOND	644,450				644,450	358,046	286,404	55.56%
861	DEBT SERVICE - PARAGON	179,000				179,000	234,487	(55,487)	131.00%
464	DEBT SERVICE REFINANCE CITYHALL	826,850				826,850	643,116	183,734	77.78%
857	DEBT SRV ALA PT	32,000				32,000	0	32,000	0.00%
713	DENTAL TRUST	559,882				559,882	434,183	125,699	77.55%
876	DIKE MAINTENANCE	20,000				20,000	0	20,000	0.00%
221	DWELLING UNIT TAX FUND	160,000				160,000	133,682	26,318	83.55%
298	EQUIPMENT ACQUISITION FUND	95,867				95,867	0	0	0.00%
621.1	FERRY SERVICE FUND	1,052,339	195,176			1,247,515	973,729	273,786	78.05%
621.2	FERRY SERVICE FUND	1,563,822	204,337			1,768,159	762,905	1,005,254	43.15%
266.1	FISC CATELLUS	0				0	3,044,012	(3,044,012)	0.00%
256	FISC LEASE REVENUE BOND	352,133		2,871,638		3,223,771	3,173,723	50,048	98.45%
270	GARBAGE SURCHARGE	150,000				150,000	116,667	33,333	77.78%
211	GAS TAX FUNDS	1,757,500				1,447,500	934,917	512,583	64.59%
601	GOLF ENTERPRISE FUND	5,522,700	50,000			5,572,700	3,157,496	2,415,204	56.86%
265.1	HA SECTION 8 PROJECTS	0				0	1,439	(1,439)	0.00%
313	HARBOR BAY AD # - 92-1	368,000				368,000	104,096	263,904	28.29%
235	HOME FUND	327,600				1,676,154	200,326	1,475,828	11.95%
248	HOME REPAYMENT FUND	0		93,159	1,348,554	93,159	105,495	(12,336)	113.24%
115	HSG AUTH REIMB FUND	2,650,000				2,650,000	2,054,619	595,381	77.53%
265	HOUSING DEVELOPMENT	20,000				20,000	0	20,000	0.00%
275.1	ISLAND CITY MTE DIST ZONE 1	4,850				4,850	2,360	2,490	48.66%
275.2	ISLAND CITY MTE DIST ZONE 2	18,650				18,650	9,155	9,495	49.09%
275.3	ISLAND CITY MTE DIST ZONE 3	17,000				17,000	8,240	8,760	48.47%
275.4	ISLAND CITY MTE DIST ZONE 4	62,000				62,000	30,169	31,831	48.66%
275.5	ISLAND CITY MTE DIST ZONE 5	620,750				620,750	353,695	267,055	56.98%
275.6	ISLAND CITY MTE DIST ZONE 6	313,500				313,500	160,603	152,897	51.23%
275.7	ISLAND CITY MTE DIST ZONE 7	10,200				10,200	9,711	489	95.21%
268	LEAD	120,000	45,000			70,000	20,000	50,000	28.57%
317	LIBRARY CONSTRUCTION	0				0	13,280	(13,280)	0.00%
210	LIBRARY FUND - OPERATIONS	2,288,972	130,000	137,076	67,000	2,623,048	1,668,379	954,669	63.60%
204	LOW & MOD INCOME HSG - BWIP	380,300		313,830	(2,498)	691,632	357,596	334,036	51.70%
202	LOW & MOD INCOME HSG - WECP	919,000		33,898	2,498	955,396	471,183	484,213	49.32%
276	MARINA COVE MAINT DT 01-1	36,949				36,949	37,676	(727)	101.97%
312	MARINA VILLAGE AD# - 89-1	123,138				123,138	27,111	96,027	22.02%
215.1	MEASURE B LOCAL ST & RD	1,267,603				1,267,603	677,393	590,210	53.44%
215.2	MEASURE B BICYCLE PED IMP	171,423				171,423	91,556	79,867	53.41%
215.3	MEASURE B TRANSBAY FERRY	713,538				713,538	381,972	331,566	53.53%
215.4	MEASURE B PARATRANSIT	137,903				137,903	72,688	65,215	52.71%
215.5	MEASURE B PARATRANSIT	0				0	17,500	(17,500)	0.00%
318	OPEN SPACE IMPROVEMENT	0				0	0	0	0.00%
224	PARKING METER FUND	465,000				465,000	363,670	101,330	78.21%
801	POLICE AND FIRE - PLAN 1079	5,065,000				5,065,000	2,390,957	2,674,043	47.21%
802	POLICE AND FIRE - PLAN 1082	635,000				635,000	898,894	(263,894)	141.56%
161	POLICE/FIRE IMPACT FEES	35,000				35,000	72,508	(37,508)	207.17%
285	PUBLIC ARTS	20,000				20,000	10,016	9,984	50.08%
249	REHAB REPAYMENT FUND	185,000			(15,000)	170,000	178,604	(8,604)	105.06%



SPECIAL REVENUE FUNDS										EXHIBIT C	
FUND#	DESCRIPTION	ESTIMATED REVENUE	1st Qtr Adjustment	2nd Qtr Adjustment	3rd Qtr Adjustment	ADJUSTED REVENUE EST	ACTUAL 31-Mar-05	BALANCE TO COLLECT	PERCENT COLLECTED		
712	RISK MANAGEMENT	1,911,028		(300,000)		1,611,028	1,204,895	406,133	74.79%		
620	SENIOR CITIZENS TRANSPORTATION	130,242				130,242	11,149	119,094	8.56%		
602	SEWER ENTERPRISE FUND	5,516,147				5,516,147	2,886,694	2,629,453	52.33%		
267	SSHRB	44,200			374,137	418,337	87,758	330,578	20.98%		
466	TAX ALLOC BONDS -MERGED PROJECT	2,710,866				2,710,866	1,393,296	1,317,570	51.40%		
704	TECHNOLOGY SERVICE FUND	558,000				558,000	477,383	80,617	85.55%		
216	TIDELANDS TRUST	150,000				150,000	100,880	49,120	67.25%		
213	TRAFFIC SAFETY FUND	150,000				150,000	108,848	41,152	72.57%		
350	TRANSPORTATION IMP FUND	351,864				351,864	428,679	(76,815)	121.83%		
225	TSM/TDM	0				0	13,571	(13,571)	0.00%		
715	UNEMPLOYMENT	30,621				30,621	22,945	7,676	74.93%		
351	URBAN RUNOFF	2,817,840				2,817,840	1,569,741	1,248,099	55.71%		
274	WASTE MANAGEMENT/RECYCLING	696,900				696,900	497,552	199,348	71.40%		
201	WEST END COMM. IMP PROJ.	3,597,200		485,348	9,990	4,092,538	2,682,664	1,409,874	65.55%		
711	WORKERS COMPENSATION TRUST	1,255,470				1,255,470	903,355	352,116	71.95%		
TOTAL: SPECIAL FUNDS		\$ 90,622,558	\$ 5,943,066	\$ 8,452,264	\$ 3,721,924	\$ 108,739,812	\$ 78,570,721	\$ 30,169,091	86.70%		

## EXHIBIT C

APPROPRIATIONS						EXPENDITURES			BALANCE		PERCENT		
2004-05						First Qtr	Second Qtr	Third Qtr	Adjusted	31-Mar-05	31-Mar-05	31-Mar-05	31-Mar-05
						Adjustments	Adjustments	Adjustments	Appropriations				
<b>SPECIAL FUNDS</b>													
93006	ABANDONED VEHICLE PROGRAM	\$83,942							\$83,942	\$67,263	\$16,679	80.13%	
266	AFFORDABLE HOUSING FUND	244,481							436,954	155,540	281,414	35.60%	
858	ALAMEDA REDEV & REUSE AUTHORITY	14,715,474			1,000	(1,471,680)	(2,375,810)	191,473	10,867,984	9,662,957	1,205,027	88.91%	
117	AP & T REIMBURSABLES	0							0	8,228,994	(8,228,994)	0.00%	
219	ASSET SEIZURE FUNDS	5,000							5,000	35,505	(30,505)	710.10%	
280	ATHLETIC TRUST	1,393,961				44,919			1,438,880	1,141,014	297,866	79.30%	
268	CALIFORNIA HOUSING REHAB/LEAD	0				45,000		23,214	68,214	24,624	43,590	36.10%	
310	CAPITAL IMPROVEMENT FUND	6,859,058				5,318,553	4,626,017	55,000	16,774,686	6,711,905	10,062,781	40.01%	
703	CENTRAL GARAGE	14,580							14,580	118,617	(104,037)	813.56%	
702	CENTRAL STORES	700,000							700,000	461,476	238,524	65.93%	
361	CFD #2 PARAGON	0							0	5	(5)	0.00%	
227	COMMERCIAL REVITALIZATION	207,635						(63,221)	144,414	80,993	63,421	56.08%	
236	COMMUNITY DEVELOPMENT	1,610,535						3,221,634	4,832,169	1,483,347	3,348,822	30.70%	
164	CONSTRUCTION IMPROVEMENT TAX	718,000				25,966			743,966	108,049	635,917	14.52%	
273	CURBSIDE RECYCLING	19,358							19,358	67,701	(48,343)	349.73%	
<b>DEBT SERVICE FUNDS:</b>													
328	2003 AP REV BD PROJ	0							0	717,455	(717,455)	0.00%	
413	1990 POLICE BLDG	238,898							238,898	238,908	(10)	100.00%	
415	1989 COPS ABAG	0							0	1,318	(1,318)	0.00%	
419	Debt Service -Library and Golf Project	372,360							372,360	257,902	114,458	69.26%	
421	Debt Service -Library BD 2003	644,450							644,450	647,016	(2,566)	100.40%	
458	Assess Dist 84-3A	332,000							332,000	330,680	1,320	99.60%	
460	Assess Dist 84-3B	210,000							210,000	103,655	106,345	49.36%	
461	Debt CIC Tax Allo Bd	0							0	344	(344)	0.00%	
462	Debt CIC Sub Bond	868,526							868,526	868,588	(62)	100.01%	
464	Refinance Cityhall	829,950							829,950	236,968	592,982	28.55%	
465	2003 Tax Allocation Refi - BWIP	834,968							834,968	835,770	(802)	100.10%	
466	2003 CIC Tax Allocation Bond	0							0	2,604,920	(2,604,920)	0.00%	
468	2003 AP Revenue Bond Debt	1,127,539							1,127,539	574,423	553,116	50.94%	
832	Assess Dist 89-1	2,812,118							2,812,118	3,508,051	(695,933)	124.75%	
833	Debt Svc for 313/82-1	0							0	31,440	(31,440)	0.00%	
835	1998 Revenue Bond Debt	2,813,469							2,813,469	4,422,949	(1,609,480)	157.21%	
836	1999 Revenue Bond Debt	3,654,722							3,654,722	3,968,979	(314,257)	108.60%	
860	ASSESS DIST CFD #1	1,496,000							1,496,000	1,496,232	(232)	100.02%	
861	ASSESS DIST CDF #2 PARAGON	178,888							178,888	178,908	(20)	100.01%	
204.4	CIC -BWIP HSG 2002 Bd Project	103,494					653,561	(500,000)	257,055	173,196	83,859	67.38%	
201.11	CIC 2003A1 TAX ALLOCATION	6,848,168					(5,798,168)		1,050,000	811,120	238,880	77.25%	
201.13	CIC 2003A2 TAX ALLOCATION	1,819,873					4,502,000		6,321,873	563,363	5,758,510	8.91%	
201.15	CIC 2003B TAX ALLOCATION	8,540,874					(6,573,858)		1,967,016	0	1,967,016	0.00%	
713	DENTAL TRUST	560,000							560,000	526,478	33,522	94.01%	
221	DWELLING UNIT TAX FUND	185,492							185,492	123,988	61,504	66.84%	
621.1	EASTEND FERRY	1,052,339				195,176			1,247,515	1,052,909	194,606	84.40%	
621.2	WESTEND FERRY	1,563,822				204,337			1,768,159	960,909	807,250	54.35%	
256	FISC LEASE REVENUE FUND	3,193,771					30,000		3,223,771	2,310,972	912,799	71.69%	
256.1	FISC - CATELLUS	0							0	1,094,629	(1,094,629)	0.00%	
270	GARBAGE SURCHARGE	157,580				80,536			238,116	82,084	156,032	34.47%	
211	GAS TAX FUND	1,872,015							1,872,015	1,001,286	870,729	53.49%	
601	GOLF ENTERPRISE FUND	4,956,180				50,000	289,664		5,275,844	3,328,848	1,946,996	63.10%	
313	HBIA ASSESSMENT DIST 92-1	1,330,000							1,330,000	684,950	645,050	51.50%	

EXHIBIT C						
	APPROPRIATIONS		EXPENDITURES		PERCENT	
	2004-05	First Qtr Adjustments	Second Qtr Adjustments	Third Qtr Adjustments	Adjusted Appropriations	31-Mar-05 EXPENDED
<b>SPECIAL FUNDS</b>						
248 HOME REPAYMENT FUND	0		93,159		93,159	(12,336) 113.24%
235 HOME Fund	327,600			1,348,554	1,676,154	1,475,828 11.95%
115 HOUSING AUTHORITY REIMBURSABLE	2,650,000				2,650,000	595,381 77.53%
265 HOUSING DEVELOPMENT	20,000				20,000	0 0.00%
204.5 HOUSING IN LIEU	350,000		400,000		750,000	914,390 121.92%
267 HUMAN SERVICES/SSHRB/YOUTH COL	44,200			448,483	492,683	197,427 40.07%
275.1 84-2 Zone 1	4,850				4,850	(580) 5.430 (11.96%)
275.2 84-2 Zone 2	18,650				18,650	10,925 58.58%
275.3 84-2 Zone 3	17,000				17,000	8,481 49.89%
275.4 84-2 Zone 4	62,000				62,000	39,588 36.15%
275.5 84-2 Zone 5	600,000				600,000	422,692 70.45%
275.6 84-2 Zone 6	313,500				313,500	159,926 51.01%
275.7 84-2 Zone 7	10,200				10,200	5,515 54.07%
210 LIBRARY FUND	2,481,646	122,000	137,076	67,000	2,807,722	2,052,787 754,935 73.11%
317 LIBRARY CONSTRUCTION FUND	0		963,080		963,080	157,931 805,149 16.40%
202 LOW AND MOD INC HOUSING (WECIP)	1,017,011		670,350		1,687,361	1,224,722 462,639 72.58%
204 LOW AND MOD INC HOUSING (BWIP)	1,041,238		(227,292)	(127,405)	686,541	234,392 452,149 34.14%
206 LOW AND MOD INC HOUSING (APIP)	108,560			1,000	109,560	56,234 53.326 51.33%
276 MARINA COVE MAINT DT 01-1	1,000				1,000	2,047 204.70%
312 MARINA DISTRICT A.D.89-1	137,000				137,000	0 0.00%
215 MEASURE B FUND	0	214,011	1,095,000		1,309,011	600,037 708,974 45.84%
215.1 MEASURE B FUND Local St & Rd	1,294,600	458,539	54,000	33,000	1,840,139	898,871 1,141,268 37.98%
215.2 MEASURE B BICYCLE PED IMP	171,400	89,678			261,078	191,822 69,256 73.47%
215.3 MEASURE B TRANSBAY FERRY	1,015,000	(301,000)			714,000	166,000 23.25%
215.4 MEASURE B PARA TRANSIT	265,242				265,242	10,604 254,638 4.00%
215.5 MEASURE B CAP Project	0	0			0	17,500 (17,500) 0.00%
318 OPEN SPACE IMPROVEMENT	0				0	0 0.00%
224 PARKING METER FUND	160,662	1,251,791			1,412,453	1,392,153 20,300 98.56%
801 PENSION FUND - 1079	5,065,000			(1,719,500)	3,345,500	2,390,957 954,543 71.47%
802 PENSION FUND - 1082	635,000			589,500	1,224,500	898,894 325,606 73.41%
161 POLICE/FIRE IMPACT FEES	35,000				35,000	26,250 8,750 75.00%
203 REDEV. BWIP	2,619,421		1,151,716		3,771,137	3,305,645 465,492 87.66%
201 REDEV. WECIP	4,203,569		186,237		4,389,806	3,443,009 946,797 78.43%
205 REDEV. APIP	873,193		(68,422)		804,771	448,570 356,201 55.74%
249 REHAB REPAYMENT FUND	185,000			884,109	1,069,109	384,479 684,631 35.96%
712 RISK MANAGEMENT	2,042,726				2,042,726	1,597,084 445,642 76.18%
602 SANITARY SEWER ENTERPRISE FUND	2,891,657		1,966,000		4,857,657	2,413,414 2,444,243 49.68%
620 SENIOR CITIZENS TRANSPORTATION	130,242				130,242	65,099 65,143 49.98%
704 TECHNOLOGY SERVICE FUND	496,891		74,750		571,641	394,147 177,494 68.95%
216 TIDELANDS TRUST FUNDS	116,819		30,000	(100,000)	146,819	75,758 71,061 51.60%
213 TRAFFIC SAFETY FUNDS	250,000				250,000	87,500 58.33%
350 TRANSPORTATION IMPROVEMENT FUN	186,000	1,601,195			1,787,195	1,556,206 230,989 87.08%
715 UNEMPLOYMENT	31,000				31,000	28,204 2,796 90.98%
351 URBAN RUNOFF	1,341,999	767,790	755,000		2,864,789	1,206,467 1,658,322 42.11%
274 WASTE MANAGEMENT/RECYCLING	732,658				732,658	330,939 401,719 45.17%
711 WORKERS COMPENSATION TRUST	3,710,817				3,710,817	1,382,429 2,328,388 37.25%
<b>Total Special Funds</b>	<b>\$112,743,929</b>	<b>\$8,696,811</b>	<b>\$2,615,060</b>	<b>\$4,352,842</b>	<b>\$128,408,642</b>	<b>\$93,029,006</b> <b>\$35,379,636</b> <b>72.45%</b>

**SUMMARY ANALYSIS OF FUNDS**  
**FY 04-05**  
**As of Mar 31, 2005**

**EXHIBIT D**

FUND DESCRIPTION	Audited Fund Balance 6/30/2004	Estimated Revenue	Actual Revenue	Appropriations	Expenses	FY 04-05 Estimated Net Change	Estimated Fund Balance 6/30/2005
	(a)	(b)	(c)	(d)	(e)	f = b - d	g = a - f
<b>General Fund Group:</b>							
001 General Fund	\$ 16,205,008	\$ 65,470,838	\$ 43,255,000	\$ 66,158,086	\$ 46,861,255	(\$687,247)	\$ 15,517,760
General Fund Reserve (29411)	0	0	0	0	0	0	0
FB Desig-Accure Vacatn (29432)	0	0	0	0	0	0	0
FB Desig-Post Retir Bef (29433)	0	0	0	0	0	0	0
119 Equipment Replacement	2,040,722	1,502,875	674,448	395,600	359,338	1,107,275	3,147,997
186 General Fixed Assets	0	0	0	0	0	0	0
187 Gen. Long-Term Obligation	0	0	0	0	0	0	0
Total General Fund	\$ 18,245,729	\$ 66,973,713	\$ 43,929,448	\$ 66,553,686	\$ 47,220,593	\$ 420,028	\$ 18,665,757

<b>Special Revenue Fund Group:</b>							
161 Police/Fire Const. Impact	\$ 5,499	\$ 35,000	\$ 72,508	\$ 35,000	\$ 26,250	\$ 0	\$ 5,499
164 Const Improvement Fund	465,476	500,000	649,394	743,966	108,049	(243,966)	221,510
201 CIC-WECIP	1,976,106	4,092,538	2,682,664	4,389,806	3,443,009	(297,268)	1,678,838
201.11 2003 CIC Tax Allo 2003A1	6,604,288	0	43,376	1,050,000	811,120	(1,050,000)	5,554,288
201.13 2003 CIC Tax Allo 2003A2	23,823,945	0	83,963	6,321,873	563,363	(6,321,873)	17,502,072
201.15 2003 CIC Tax Allo 2003B	5,837,603	0	38,341	1,967,016	0	(1,967,016)	3,870,587
202 CIC-WECIP Housing	1,041,570	955,396	471,183	1,687,361	1,224,722	(731,965)	309,605
203 CIC-BWIP	1,049,831	2,739,630	1,375,112	3,771,137	3,305,645	(1,031,507)	18,324
204 CIC-BWIP Housing	(10,208)	691,632	357,596	686,541	234,392	5,091	(5,117)
204.4 CIC-BWIP Hsg 2002 Bond Proceec	758,669	0	0	257,055	173,196	(257,055)	501,614
204.5 CIC-Housing In-Lieu Fee	717,025	561,037	667,082	750,000	914,390	(188,963)	528,062
205 CIC-APIP	(1,425,975)	548,010	377,773	804,771	448,570	(256,761)	(1,682,736)
206 CIC-APIP Housing	206,520	137,003	94,443	109,560	56,234	27,443	233,963
210 Alameda City Library Fund	89,276	2,623,048	1,668,379	2,807,722	2,052,787	(184,674)	(95,398)
211 Gas Tax Fund	0	1,447,500	934,917	1,872,015	1,001,286	(424,515)	(424,515)
213 Traffic Safety Fund	0	150,000	108,848	150,000	87,500	0	0
215 County Measure B Fund	1,617,296	0	0	1,309,011	600,037	(1,309,011)	308,285
215.1 Measure B - Local St & Rd	1,282,824	1,267,603	677,393	1,840,139	698,871	(572,536)	710,288
215.2 Measure B - Bicycle Ped Imp	177,414	171,423	91,556	261,078	191,822	(89,655)	87,759
215.3 Measure B - Transbay Ferry	355,332	713,538	381,972	714,000	166,000	(462)	354,870
215.4 Measure B - Para Transit	180,804	137,903	72,688	265,242	10,604	(127,339)	53,465
216 Tidelands Fund	741,453	150,000	100,880	146,819	75,758	3,181	744,634
219 Narcotics Asset Seizure	(60,554)	20,000	17,514	5,000	35,505	15,000	(45,554)

**SUMMARY ANALYSIS OF FUNDS**  
**FY 04-05**  
**As of Mar 31, 2005**

FUND	DESCRIPTION	Audited Fund Balance 6/30/2004	Estimated Revenue	Actual Revenue	Appropriations	Expenses	FY 04-05 Estimated Net Change	Estimated Fund Balance 6/30/2005
		(a)	(b)	(c)	(d)	(e)	f = b - d	g = a - f
221	Dwelling Unit Fund	47,686	160,000	133,682	185,492	123,988	(25,492)	22,194
223	Parking In-Lieu Fund	70,823	0	0	0	0	0	70,823
224	Parking Meter Fund	2,251,853	465,000	363,670	1,412,453	1,392,153	(947,453)	1,304,400
225	TSM/TDM Fund	3,652	0	13,571	0	0	0	3,652
227	Commercial Revitalization	604,300	140,725	17,724	144,414	80,993	(3,689)	600,611
235	Home Fund	0	1,676,154	200,326	1,676,154	200,326	(0)	(0)
236	CDBG	(0)	4,105,890	1,353,094	4,832,169	1,483,347	(726,279)	(726,279)
248	Home Repymt Fund	0	93,159	105,495	93,159	105,495	0	0
249	Rehab Repayment Fund	912,317	170,000	178,604	1,069,109	384,479	(899,109)	13,208
256	FISC Lease Revenue Fund	(2,513,223)	3,223,771	3,173,723	3,223,771	2,310,972	0	(2,513,223)
256.1	FISC - Catellus	(2,811,713)	0	3,044,012	0	1,094,629	0	(2,811,713)
259	Vehicle Registr. AB434	37,086	0	0	0	0	0	37,086
265	Housg Developmt-HA Reimb	(15)	20,000	0	20,000	0	0	(15)
265.1	HA Section 8 Projects	101,006	0	1,439	0	0	0	101,006
266	Affordable Housing	166,413	364,012	169,982	436,954	155,540	(72,942)	93,471
267	Human Services	46,482	418,337	87,758	492,683	197,427	(74,347)	(27,865)
268	CHRP/OLEAD	25,128	70,000	20,000	68,214	24,624	1,786	26,914
270	Garbage Surcharge Fund	430,791	150,000	116,667	238,116	82,084	(88,116)	342,675
273	Curbside Recycling	257,219	0	358	19,358	67,701	(19,358)	237,861
274	Waste Reduction Surcharge	3,813,326	696,900	497,552	732,658	330,939	(35,758)	3,777,568
275	Island City Maint 84-2	(718)	0	0	0	0	0	(718)
275.1	Island City Maint 84-2 Z1	8,086	4,850	2,360	4,850	(580)	0	8,086
275.2	Island City Maint 84-2 Z2	61,400	18,650	9,155	18,650	10,925	0	61,400
275.3	Island City Maint 84-2 Z3	61,937	17,000	8,240	17,000	8,481	0	61,937
275.4	Island City Maint 84-2 Z4	53,752	62,000	30,169	62,000	22,412	0	53,752
275.5	Island City Maint 84-2 Z5	79,715	620,750	353,695	600,000	422,692	20,750	100,465
275.6	Island City Maint 84-2 Z6	195,677	313,500	160,603	313,500	159,926	0	195,677
275.7	Island City Maint 84-2 Z7	14,274	10,200	9,711	10,200	5,515	0	14,274
276	Marina Cove Maint Dist 01-1	95,353	36,949	37,676	1,000	2,047	35,949	131,302
278	Bayport AD 03-1	0	70,000	35,153	0	0	70,000	70,000
280	Athletic Fund	361,891	1,369,557	1,060,260	1,438,880	1,141,014	(69,323)	292,568
285	Public Art Fund	10,844	20,000	10,016	0	0	20,000	30,844
620	Sr Citizen Transportation	26,022	130,242	11,149	130,242	65,099	0	26,022
858	Alameda Reuse & Redevelop	4,414,154	10,148,968	9,207,075	10,867,984	9,662,957	(719,016)	3,695,138
876	Dike Maintenance Fund	312,797	20,000	0	0	0	20,000	332,797

**SUMMARY ANALYSIS OF FUNDS**  
**FY 04-05**  
**As of Mar 31, 2005**

FUND DESCRIPTION	Audited		Estimated Revenue	Actual		Appropriations	Expenses	FY 04-05		Estimated Fund Balance 6/30/2005
	Fund Balance 6/30/2004			Revenue	(c)			Estimated Net Change	f = b - d	
	(a)	(b)	(b)	(c)	(d)	(e)	(e)	f = b - d	g = a - f	
Total Special Revenue Fund	\$ 54,572,506	\$ 41,537,874	\$ 41,537,874	\$ 31,398,000	\$ 60,054,123	\$ 35,781,793	\$ 35,781,793	(\$18,516,248)	\$ 36,056,257	
<b>Capital Project Fund Group:</b>										
310 Capital Improvement Proj.	\$ 12,234,181	\$ 16,855,628	\$ 16,855,628	\$ 6,355,438	\$ 16,858,628	\$ 6,779,169	\$ 6,779,169	(\$3,000)	\$ 12,231,180	
312 Marina Village A.D. 89-1	2,488,573	123,138	123,138	27,111	137,000	0	0	(13,862)	2,474,711	
313 H.B.I. 92-1 Assessmt Dist	1,453,012	368,000	368,000	104,096	1,330,000	684,950	684,950	(962,000)	491,012	
317 Library Construction Fund	1,331,122	0	0	13,280	963,080	157,931	157,931	(963,080)	368,042	
318 Open Space Improvement Fund	998,416	0	0	0	0	0	0	0	998,416	
328 2003 AP Rev Bond Project Fund	3,187,346	0	0	31,966	0	717,455	717,455	0	3,187,346	
340.11 CDF-WE Traffic Safety	510,516	0	0	132,204	0	0	0	0	510,516	
340.12 CDF-WE Parks & Rec	87,028	0	0	47,843	0	0	0	0	87,028	
340.13 CDF-WE Public Facilities	25,494	0	0	10,603	0	0	0	0	25,494	
340.14 CDF-WE Public Safety	15,954	0	0	5,740	0	0	0	0	15,954	
340.21 CDF-NW Traffic Safety	216,402	0	0	0	0	0	0	0	216,402	
340.22 CDF-NW Park & Recreation	125,347	0	0	0	0	0	0	0	125,347	
340.23 CDF-NW Public Safety	24,823	0	0	0	0	0	0	0	24,823	
340.24 CDF-NW Public Safety	11,827	0	0	0	0	0	0	0	11,827	
340.31 CDF-CEE Traffic Safety	17,584	0	0	2,272	0	0	0	0	17,584	
340.32 CDF-CEE Parks & Recreation	8,075	0	0	2,607	0	0	0	0	8,075	
340.33 CDF-CEE Public Facilities	1,758	0	0	443	0	0	0	0	1,758	
340.34 CDF-CEE Public Safety	864	0	0	187	0	0	0	0	864	
340.41 CDF-BF Traffic Safety	7,373	0	0	6,358	0	0	0	0	7,373	
340.42 CDF-BF Parks & Recreation	37,873	0	0	6,919	0	0	0	0	37,873	
340.43 CDF-BF Public Facilities	6,432	0	0	2,093	0	0	0	0	6,432	
340.44 CDF-BFPublic Safety	2,773	0	0	1,304	0	0	0	0	2,773	
350 Transportation Impmt. Fund	1,719,443	351,864	351,864	428,679	1,787,195	1,556,206	1,556,206	(1,435,331)	284,112	
351 Urban Runoff	3,005,285	2,817,840	2,817,840	1,569,741	2,864,789	1,206,467	1,206,467	(46,949)	2,958,336	
360 CFD #1 Harbor Bay	208	73,900	73,900	0	0	0	0	73,900	74,108	
361 CFD #2 Paragon Gateway	451,749	100,000	100,000	3,839	0	5	5	100,000	551,749	
856 Alameda Pt Bond Project Fd	0	61,800	61,800	0	0	0	0	61,800	61,800	
Total Capital Project Fund	\$ 27,969,458	\$ 20,752,170	\$ 20,752,170	\$ 8,752,724	\$ 23,940,692	\$ 11,102,182	\$ 11,102,182	(\$3,188,522)	\$ 24,780,936	
<b>Debt Service Fund Group:</b>										
413 Debt Svc-1990 Police Bldg	\$ 247,189	\$ 238,898	\$ 238,898	\$ 170,777	\$ 238,898	\$ 238,908	\$ 238,908	\$0	\$ 247,189	

**SUMMARY ANALYSIS OF FUNDS**  
**FY 04-05**  
**As of Mar 31, 2005**

FUND	DESCRIPTION	Audited Fund Balance 6/30/2004	Estimated Revenue	Actual Revenue	Appropriations	Expenses	FY 04-05 Estimated Net Change	Estimated Fund Balance 6/30/2005
		(a)	(b)	(c)	(d)	(e)	f = b - d	g = a - f
415	Debt Svc-ABAG XX	1,318	0	0	0	1,318	0	1,318
419	Debt Svc-Library/Golf Proj	606,068	378,361	282,434	372,360	257,902	6,001	612,069
421	Debt Svc-Library Bond 2003	417,112	644,450	358,046	644,450	647,016	0	417,112
461	Debt Svc-Debt Serv CIC Tx All Bd	344	0	0	0	344	0	344
462	Debt Svc-CIC Sub Bond	523,883	868,526	875,140	868,526	868,588	0	523,883
464	Debt Svc-Refin CityHall 2002	1,481,154	826,850	643,116	829,950	236,968	(3,100)	1,478,054
465	Debt Svc 2003 Tax Allo Refd BWIP	2,159,388	0	102,585	834,968	835,770	(834,968)	1,324,420
466	Debt Svc 2003 CIC Tax Alloc Bd	4,177,987	2,710,866	1,393,296	0	2,604,920	2,710,866	6,888,853
468	Debt Svc 2003 AP Rev Bond	3,007,765	0	41,382	1,127,539	574,423	(1,127,539)	1,880,226
857	Debt Svc for Alameda Pt Bond	0	32,000	0	0	0	32,000	32,000
Total Debt Service Fund		\$ 12,622,208	\$ 5,699,951	\$ 3,866,775	\$ 4,916,691	\$ 6,266,157	\$ 783,260	\$ 13,405,468
<b>Enterprise Fund Group:</b>								
601	Golf Course Fund	\$ 8,252,428	\$ 5,572,700	\$ 3,157,496	\$ 5,275,844	\$ 3,328,848	\$ 296,856	\$ 8,549,284
602	Sewer Service Fund	38,208,512	5,516,147	2,886,694	4,857,657	2,413,414	658,490	38,867,002
621	Ferry Service Fund	10,063,568	0	0	0	0	0	10,063,568
621.1	East End Ferry	61,440	1,247,515	973,729	1,247,515	1,052,909	0	61,440
621.2	West End Ferry	498,864	1,768,159	762,905	1,768,159	960,909	0	498,864
Total Enterprise Fund		\$ 57,084,812	\$ 14,104,521	\$ 7,780,824	\$ 13,149,175	\$ 7,756,080	\$ 955,346	\$ 58,040,158
<b>Internal Service Fund Group:</b>								
702	Central Stores Fund	\$ 6,212	\$ 899,100	\$ 409,317	\$ 700,000	\$ 461,476	\$ 199,100	\$ 205,312
703	Central Garage Fund	51,164	253,903	189,680	14,580	118,617	239,323	290,487
704	Technology Serv Fund	325,310	558,000	477,383	571,641	394,147	(13,641)	311,669
711	Worker's Comp Self Insur	(5,197,265)	1,255,470	903,355	3,710,817	1,382,429	(2,455,347)	(7,652,612)
712	Risk Management Fund	1,675,729	1,611,028	1,204,895	2,042,726	1,597,084	(431,698)	1,244,031
713	Dental Insurance Fund	(60,545)	559,882	434,183	560,000	526,478	(118)	(60,663)
715	Unemployment Insurance	42,708	30,621	22,945	31,000	28,204	(379)	42,329
Total Internal Service Fund		(\$3,156,686)	\$ 5,168,004	\$ 3,641,758	\$ 7,630,764	\$ 4,508,436	(\$2,462,760)	(\$5,619,446)

**SUMMARY ANALYSIS OF FUNDS**  
**FY 04-05**  
**As of Mar 31, 2005**

FUND	DESCRIPTION	Audited Fund Balance 6/30/2004	Estimated Revenue	Actual Revenue	Appropriations	Expenses	FY 04-05 Estimated Net Change	Estimated Fund Balance 6/30/2005
		(a)	(b)	(c)	(d)	(e)	f = b - d	g = a - f
<b>Trust &amp; Agency Fund Group:</b>								
458	Debt Svc for 508 84-3A	\$ 599,989	\$ 349,000	\$ 251,426	\$ 332,000	\$ 330,680	\$ 17,000	\$ 616,989
460	Debt Svc for 510 84-3B	220,725	113,800	63,263	210,000	103,655	(96,200)	124,525
801	Police/Fire Pension 1079	0	5,065,000	2,390,957	3,345,500	2,390,957	1,719,500	1,719,500
802	Police/Fire Pension 1082	0	635,000	898,894	1,224,500	898,894	(589,500)	(589,500)
832	Debt Svc for 512 89-1	5,888,361	3,652,000	1,910,943	2,812,118	3,508,051	839,882	6,728,243
833	Debt Svc for 513 92-1	31,440	2,963,000	0	0	31,440	2,963,000	2,994,440
835	1998 Revenue Bond Debt Fd	23,584,279	1,468,005	2,124,569	2,813,469	4,422,949	(1,345,464)	22,238,815
836	1999 Revenue Bond Debt Fd	27,367,887	2,818,487	3,942,886	3,654,722	3,968,979	(836,235)	26,531,652
860	Assessment District CFD#1	2,899,031	1,584,000	1,029,051	1,496,000	1,496,232	88,000	2,987,031
861	Assessment District CFD#2	411,254	179,000	234,487	178,888	178,908	112	411,366
<b>Total Trust &amp; Agency Fund</b>		<b>\$ 61,002,966</b>	<b>\$ 18,827,292</b>	<b>\$ 12,846,476</b>	<b>\$ 16,067,197</b>	<b>\$ 17,330,745</b>	<b>\$ 2,760,095</b>	<b>\$ 63,763,061</b>
<b>GRAND TOTAL</b>		<b>\$ 228,340,993</b>	<b>\$ 173,063,525</b>	<b>\$ 112,216,005</b>	<b>\$ 192,312,327</b>	<b>\$ 129,965,986</b>	<b>(\$ 19,248,802)</b>	<b>\$ 209,092,191</b>

Memo only		
Housing Authority	\$ 25,867,562	\$ 25,731,664
Alameda Power & Telecom	60,798,857	68,482,612
All Inclusive Total	<u>\$ 259,729,944</u>	<u>\$ 286,922,203</u>



## CITY OF ALAMEDA MEMORANDUM

Date: April 21, 2005

To: Honorable Mayor and  
Councilmembers

From: William C. Norton  
Acting City Manager

Re: Set Hearing for May 17, 2005 for Establishment of Prop 4 Limit 2005-2006

### BACKGROUND

Local governments must annually establish their appropriation limit pursuant to Section 7900 et seq of the Government Code which implements SB 1352 passed in November, 1979.

### DISCUSSION/ANALYSIS

The legislation provides that the public be given adequate notice of the Council's intended action to set the appropriation limit. It is proposed that the Prop 4 hearing be set for May 17, 2005. Documents in support of the appropriation limit will be made available for public review prior to Council's adoption of the limitation.

### BUDGET/FISCAL IMPACT

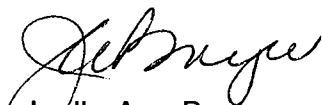
None.

### RECOMMENDATION

The City Manager recommends that:

1. City Council set May 17, 2005 as the scheduled public hearing for establishing the City of Alameda's spending limitation for fiscal year 2005-2006.
2. City Clerk make appropriate public notification.

Respectfully submitted,



Juelle-Ann Boyer  
Chief Financial Officer

# **CITY OF ALAMEDA**

## **MEMORANDUM**

Date: April 18, 2005

To: Honorable Mayor and  
Councilmembers

From: William C. Norton  
Acting City Manager

Re: Recommendation to Accept the Work of SpenCon Construction, Inc., for Repair of Portland Cement, Concrete Sidewalk Curb, Gutter, Driveway and Minor Street Patching, Fiscal Year 2004/2005, No. P.W. 08-04-08

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### BACKGROUND

The City of Alameda contracts for the permanent repair of sidewalks, curbs, gutters and driveway approaches on an annual basis. The locations for repair are identified by citizen calls and by an annual inspection program.

On November 18, 2003, the City Council awarded a construction contract in the amount of \$170,940.00, including contingencies, to SpenCon Construction, Inc., (SpenCon) for the annual repair and replacement of sidewalks, No. P.W. 07-03-15. This contract also provides for additional work as requested by the City and mutually agreed by the Contractor (within the next five years from November 2003) with an automatic adjustment for inflation. The improvements for this portion of the work have been accepted by the City Council.

On April 20, 2004, the City Council authorized the City Manager to execute subsequent amendments to the agreement with SpenCon for the Annual Sidewalk Repair Program. The First Amendment to Agreement, in the amount of \$170,000.00, was then executed for the second group of sidewalk repair locations. The improvements for this portion of the work have been accepted by the City Council.

On September 7, 2004, the Second Amendment to the Agreement, in the amount of \$177,500, was executed for the third group of sidewalk repair locations (Fiscal Year 2004/2005).

### DISCUSSION/ANALYSIS

The construction of this project, as part of the original contract, including the First and Second Amendments to the Agreement, have been completed in accordance with plans and specifications and the improvements are acceptable to the Public Works Department.

Honorable Mayor and  
Councilmembers

Page 2  
April 18, 2005

Only one extra work order was issued for the third group of sidewalk repair locations as part of the Second Amendment to Agreement (Fiscal Year 2004/2005, No. P.W. 08-04-08). Extra Work Order No. 1, in the amount of \$164.00, was to reimburse the contractor for a Caltrans encroachment permit. The final project cost for the Second Amendment to the Agreement, including the extra work order was \$175,605.47, which is below the approved contract amount of \$177,500.

BUDGET CONSIDERATION/FINANCIAL IMPACT

Funding for the project is budgeted under CIP 82-02 using Measure B funds.

RECOMMENDATION

The Acting City Manager recommends that the City Council, by motion, accept the work of SpenCon Construction, Inc., for Repair of Portland Cement, Concrete Sidewalk Curb, Gutter, Driveway and Minor Street Patching, Fiscal Year 2004/2005, No. P.W. 08-04-08.

Respectfully submitted,



Matthew T. Naclerio  
Public Works Director



By: CW Chung  
Associate Civil Engineer

MTN:CWC:gc

cc: Measure B Watchdog Committee

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# CITY OF ALAMEDA

## MEMORANDUM

To: The Honorable Mayor  
and Members of the City Council

From: William C. Norton  
Acting City Manager

Date: April 20, 2005

Re: Recommendation to Approve Agreement with Alameda County to Continue  
Participation in the Alameda County HOME Consortium and to Authorize the  
Acting City Manager to Negotiate and Execute Necessary Documents

### Background

Title II of the Cranston-Gonzales National Affordable Housing Act (NAHA) of 1990 created the HOME Program, which provides financing for a wide range of affordable housing programs and activities that benefit low- and moderate-income households and special populations, such as the elderly and persons with disabilities.

Based on current population levels, Alameda is not eligible to receive HOME funds directly. Therefore, for the past thirteen years, Alameda has received funding from this program through its participation in the Alameda County HOME Consortium (Consortium). The City's continued participation in the Consortium must be approved by the Council at three-year intervals and the annual Contract Designating the City of Alameda as a Sub-Recipient of HOME Funds (Agreement) executed to allow receipt of future funds.

### Discussion/Analysis

The Consortium members include Alameda County and seven cities in the County. (Oakland and Berkeley are large enough to receive HOME funds directly and are not included in the Consortium.) Alameda County Housing and Community Development (ACHCD) is the lead agency for the Consortium. In this capacity, ACHCD will submit applications and reports, coordinate preparation of the Consolidated Plan, maintain financial and program records, monitor compliance with HOME Program regulations, and staff the Technical Advisory Committee.

To date, the City has received \$5.25 million in HOME funds. These funds have been or are being used to assist:

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**Report #4-H CC  
5-3-05**

- Public and private entities in acquiring, renovating or constructing units with affordability restrictions for 59 years;
- First-time homebuyers through the City's Downpayment Assistance programs; and
- Tenant-based rental assistance

The proposed Agreement (Attachment A) extends the City's participation in the Consortium and sets ground rules for its administration and operation in federal fiscal years 2006, 2007 and 2008. Following Council approval, the City Manager will negotiate and execute this Agreement and separate Sub-Recipient Agreements for FYs 2006, 2007 and 2008, conforming agreements with public and private entities, and related documents, as necessary to implement HOME-funded programs and activities. All agreements and other documents are substantially similar to those previously approved by the Council and City Attorney.

#### Fiscal Impact

There is no impact on the General Fund. The City has received approximately \$5.25 million in HOME funds through the Consortium, with an additional \$400,000 generated through program income. Both the City and HCD receive five percent of the allocation for administration. HOME funds are required to be matched by a minimum of 25% in non-federal dollars; however, City HOME funds have actually leveraged many millions of dollars in private and other public funds through private investment and grants.

#### Recommendation

It is recommended that the City Council, by motion, approve the Agreement with Alameda County to continue participation in the Alameda County HOME Consortium and authorize the Acting City Manager to negotiate and execute necessary documents.

Respectfully submitted,



Leslie A. Little  
Development Services Director



By: Carol Beaver  
Community Development Manager

LL/CB/RS:sb

Attachment (Home Consortium Agreement to be provided by ACHCD)

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## AGREEMENT

This AGREEMENT is made and entered into this \_\_\_\_\_ day of \_\_\_\_\_ 2005, by and between the CITY of ALAMEDA, hereinafter called "City," and the COUNTY OF ALAMEDA, hereafter called "County."

WHEREAS, the Congress of the United States has enacted the Cranston Gonzalez National Affordable Housing Act of 1990 and Federal regulations have been adopted pursuant thereto, hereinafter called the "Act"; and

WHEREAS, Title II of the Act creates the Home Investment in Affordable Housing Program, hereinafter called "HOME," that provides funds to states and local governments for acquisition, rehabilitation, new construction of affordable housing and tenant-based rental assistance; and

WHEREAS, the Act requires local governments to formulate a Consolidated Plan as part of the eligibility requirements for HOME funds; and

WHEREAS, funds from Title II are distributed to metropolitan cities, urban counties States, and consortia of local governments;

WHEREAS, the Act allows local governments to form consortia for the purpose of receiving and administering HOME funds and carrying out purposes of the Act;

WHEREAS, the Act requires that a local government member of an urban county may participate in a consortium only through the urban county, and the County of Alameda is the lead agency of the Alameda County Urban County; and

WHEREAS, the Act requires that a consortium shall have one member unit of general local government authorized to act in a representative capacity for all members for purposes of the Act and to assume overall responsibility for the Act, including requirements concerning the Consolidated Plan;

THEREFORE, it is agreed that:

1. CITY and COUNTY will cooperate in the operation of the Alameda County HOME Consortium, hereinafter called the "CONSORTIUM", for the purpose of undertaking or assisting in undertaking HOME-eligible housing assistance activities pursuant to Title II of the Act including but not limited to acquiring, rehabilitating, and constructing affordable housing and providing homebuyer and tenant-based rental assistance.
2. COUNTY shall act as the representative member of the CONSORTIUM for the purposes of the Act.
3. CITY shall have thirty (30) calendar days to approve the portions of the Consolidated Plan which pertain to CITY before COUNTY submits final Consolidated Plan to the U.S.

Department of Housing and Urban Development. COUNTY shall incorporate CITY changes in Consolidated Plan, if any, provided that they meet HOME requirements.

4. CITY shall approve each project funded with HOME funds within CITY before COUNTY approves funding project with HOME funds, provided that CITY approval or disapproval does not obstruct the implementation of the approved Consolidated Plan.

5. There shall be a Technical Advisory Committee for the Consortium to recommend spending priorities, policies, and review projects and proposed expenditures. CITY shall designate a staff member to participate on the Technical Advisory Committee.

6. CITY shall designate a representative to whom all notices and communications from COUNTY shall be directed. COUNTY'S duty to notify CITY shall be complete when the communication is sent to the designated representative. It is the exclusive duty of the designated representative to notify the appropriate individuals or departments within CITY.

7. To carry out activities under this Agreement, COUNTY shall allocate to CITY a portion of HOME funds received under the Act. Initial allocations shall be determined by formula approved by the Technical Advisory Committee for the CONSORTIUM. If necessary to meet HOME requirements, funds will be reallocated by COUNTY in accordance with such needs, objectives, or strategies as COUNTY shall decide. In preparing such needs, objectives, or strategies, COUNTY shall consult with CITY and Technical Advisory Committee before making its determinations.

8. Each party to this agreement shall affirmatively further fair housing.

9. CITY shall pay COUNTY an annual fee to help defray COUNTY'S costs to administer the Consortium and perform monitoring, record-keeping, and reporting required by the Act. Such fee shall be based upon COUNTY'S expected actual costs and shall in no case exceed five percent (5%) of the CITY'S annual allocation of HOME funds.

10. CITY shall provide COUNTY with all information concerning CITY and the activities CITY carried out under this agreement which COUNTY requires to prepare 1) documents required to be submitted to HUD, 2) annual HOME performance report, 3) such other documents as COUNTY may require to carry out eligible housing activities or meet Federal requirements. All information shall be submitted on forms prescribed by COUNTY. In addition, CITY agrees to make available upon request all records concerning the activities carried out under this agreement for inspection by COUNTY or Federal officials during regular business hours.

11. Pursuant to Government Code Section 895.4, CITY shall defend, indemnify, and hold harmless COUNTY, its officers, employees, and agents from all claims, suits, actions or losses of any type, and from liability for any fines, penalties or damages of any type, resulting from CITY'S performance of this Agreement and caused by any act or omission of CITY, including failure to comply with any requirement of the Act or the Program described herein, except to the extent that any such claim, suits, actions, losses, or liabilities arise from any act or omission of COUNTY.

12. Pursuant to Government Code Section 895.4, COUNTY shall defend, indemnify, and hold harmless CITY, its officers, employees, and agents from all claims, suits, actions or losses of any type, and from liability for any fines, penalties or damages of any type, resulting from COUNTY'S performance of this Agreement and caused by any act or omission of COUNTY, including failure to comply with any requirement of the Act or the Program described herein, except to the extent that any such claims, suits, actions, losses, or liability arise from any act or omission of CITY.

13. Each CITY participating in the Alameda County HOME CONSORTIUM shall defend, indemnify, and hold harmless all other participating CITIES for CITY'S negligent acts or omissions arising from this agreement.

14. This Agreement shall go into effect immediately upon the signature of both parties and shall continue in full force and effect until all activities funded from Federal fiscal years during which CITY was a participating jurisdiction in the CONSORTIUM are completed. CITY will be included in the Consortium for a minimum of three (3) Federal fiscal years, federal years 2006, 2007 and 2008.

IN WITNESS WHEREOF, the parties hereto have executed this contract on the day first mentioned above.

CITY OF ALAMEDA

COUNTY OF ALAMEDA

\_\_\_\_\_  
City Manager

\_\_\_\_\_  
President, Alameda County Board of Supervisors

APPROVED AS TO FORM:

APPROVED AS TO FORM:

By: \_\_\_\_\_  
City Attorney

By: \_\_\_\_\_  
Deputy County Counsel



CITY OF ALAMEDA RESOLUTION NO. \_\_\_\_\_

APPOINTING RAY A. GAUL AS A MEMBER  
OF THE CITY GOLF COMMISSION

BE IT RESOLVED by the Council of the City of Alameda that pursuant to Sections 2-9.2 of the Alameda Municipal Code, and upon nomination of the Mayor, RAY A. GAUL is hereby appointed to the office of member of the Golf Commission of the City of the City of Alameda, for a term commencing May 3, 2005 and expiring on September 30, 2008 and to serve until his successor is appointed and qualified.

\* \* \* \* \*

I, the undersigned, hereby certify that the foregoing Resolution was duly and regularly adopted and passed by the Council of the City of Alameda in regular meeting assembled on the \_\_\_\_\_ day of \_\_\_\_\_, 2005, by the following vote to wit:

AYES:

NOES:

ABSENT:

ABSTENTIONS:

IN WITNESS, WHEREOF, I have hereunto set my hand and affixed the official seal of said City this \_\_\_\_\_ day of \_\_\_\_\_, 2005.

\_\_\_\_\_  
Lara Weisiger, City Clerk  
City of Alameda

**Resolutions #5-A  
5-3-05**

Approved as to Form

*Carol A. Korne*  
CITY ATTORNEY

Approved as to Form  
C. O. Vazquez  
CITY ATTORNEY

CITY OF ALAMEDA RESOLUTION NO. \_\_\_\_\_

APPOINTING BILL T. SCHMITZ AS A MEMBER  
OF THE CITY GOLF COMMISSION

BE IT RESOLVED by the Council of the City of Alameda that pursuant to Sections 2-9.2 of the Alameda Municipal Code, and upon nomination of the Mayor, BILL T. SCHMITZ is hereby appointed to the office of member of the Golf Commission of the City of the City of Alameda, for a term commencing May 3, 2005 and expiring on September 30, 2009 and to serve until his successor is appointed and qualified.

\* \* \* \* \*

I, the undersigned, hereby certify that the foregoing Resolution was duly and regularly adopted and passed by the Council of the City of Alameda in regular meeting assembled on the \_\_\_\_\_ day of \_\_\_\_\_, 2005, by the following vote to wit:

AYES:

NOES:

ABSENT:

ABSTENTIONS:

IN WITNESS, WHEREOF, I have hereunto set my hand and affixed the official seal of said City this \_\_\_\_\_ day of \_\_\_\_\_, 2005.

\_\_\_\_\_  
Lara Weisiger, City Clerk  
City of Alameda

Approved as to Form  
Cand O Kozlowski  
CITY ATTORNEY

CITY OF ALAMEDA RESOLUTION NO. \_\_\_\_\_

APPOINTING JANE SULLWOLD AS A MEMBER  
OF THE CITY GOLF COMMISSION

BE IT RESOLVED by the Council of the City of Alameda that pursuant to Sections 2-9.2 of the Alameda Municipal Code, and upon nomination of the Mayor, JANE SULLWOLD is hereby appointed to the office of member of the Golf Commission of the City of the City of Alameda, for a term commencing May 3, 2005 and expiring on September 30, 2009 and to serve until her successor is appointed and qualified.

\* \* \* \* \*

I, the undersigned, hereby certify that the foregoing Resolution was duly and regularly adopted and passed by the Council of the City of Alameda in regular meeting assembled on the \_\_\_\_\_ day of \_\_\_\_\_, 2005, by the following vote to wit:

AYES:

NOES:

ABSENT:

ABSTENTIONS:

IN WITNESS, WHEREOF, I have hereunto set my hand and affixed the official seal of said City this \_\_\_\_\_ day of \_\_\_\_\_, 2005.

\_\_\_\_\_  
Lara Weisiger, City Clerk  
City of Alameda

CITY OF ALAMEDA ORDINANCE NO.  
New Series

RECLASSIFYING AND REZONING CERTAIN PROPERTY  
WITHIN THE CITY OF ALAMEDA BY AMENDING ZONING  
ORDINANCE NO. 1277, N.S., FROM R-5 (GENERAL  
RESIDENTIAL) ZONING DISTRICT TO C-C (COMMUNITY  
COMMERCIAL) ZONING DISTRICT, FOR THAT PROPERTY  
LOCATED AT 2507 CENTRAL AVENUE AT EVERETT STREET

BE IT ORDAINED by the City Council of the City of Alameda that:

Section 1. Section 11-116 of Ordinance No. 1277, N.S., is hereby amended by reclassifying from R-5 (General Residential) Zoning District to C-C (Community Commercial) Zoning District all the real property situated within the City of Alameda, County of Alameda, State of California, bounded by Everett Street on the west, Central Avenue on the south and private property boundaries on the east and north, described as follows:

Gross Acreage	Assessor's Parcel/ Address	Existing Zoning	Rezoned To
0.2	070-170-015 2507 Central Avenue	R-5	C-C

Section 2. The above amendment shall be known as and reference to as Reclassification and Rezoning Amendment No. 197 to Ordinance No. 1277, N.S.

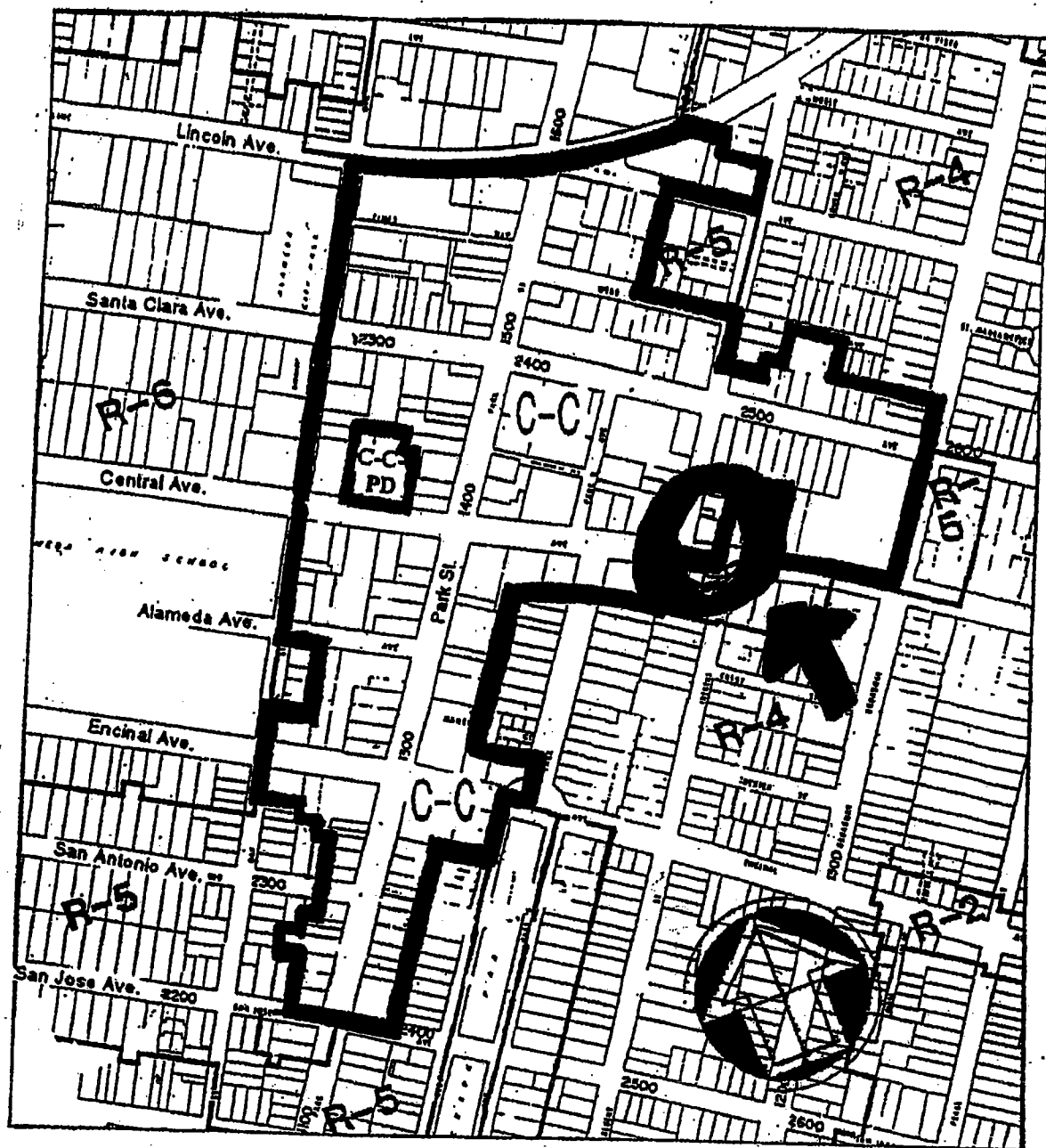
Section 3. This Ordinance shall be in full force and effect from and after the expiration of thirty (30) days from the date of its final passage.

\_\_\_\_\_  
Presiding Officer of the Council

Attest:

\_\_\_\_\_  
Lara Weisiger, City Clerk  
City of Alameda

\* \* \* \* \*



Prepared by Planning Department  
November 13, 2000

I, the undersigned, hereby certify that the foregoing Ordinance was duly and regularly adopted and passed by Council of the City of Alameda in regular meeting assembled on the \_\_\_\_\_ day of \_\_\_\_\_, 2005, by the following vote to wit:

AYES:

NOES:

ABSENT:

ABSTENTIONS:

IN WITNESS, WHEREOF, I have hereunto set my hand and affixed the official seal of said City this \_\_\_\_\_ day of \_\_\_\_\_, 2005.

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Lara Weisiger, City Clerk  
City of Alameda

# CITY OF ALAMEDA

## MEMORANDUM

To: The Honorable Mayor  
and Members of the City Council

From: William C. Norton  
Acting City Manager

Date: May 3, 2005

Re: Presentation and Recommendation to Accept the West Alameda  
Neighborhood Improvement Concept Plan

### Background

The West Alameda Neighborhood Improvement Concept Plan (The Plan) which is on file in the City Clerk's office is the result of a community engagement process led by BMS Design Group (BMS) and the Development Services Department (DSD) that began in early 2004. Financed with Community Development Block Grant (CDBG) funds, the Plan proposes public improvements for the neighborhood comprising Census Tract 4276, bounded by Appezzato Way, Main Street, Webster Street, and Pacific/Marshall/Lincoln Avenues. This neighborhood was selected based on census data indicating the greatest number of low-income households in the City, observations of limited amenities and blighted physical conditions, and on-going discussions with community residents and institutional partners regarding needed improvements in the physical and social environment of the neighborhood. The Plan will provide a conceptual framework for public improvements in the neighborhood over the next five or more years. Having a framework designed in cooperation with the community and accepted by the Council will allow the City to coordinate and take advantage of opportunities as various types of development and public improvement possibilities arise.

The Plan documents the concerns and input of more than 240 residents and stakeholders regarding public improvements desired in this West Alameda neighborhood. The final draft Plan was presented to the neighborhood at a widely publicized meeting on February 23, 2005. Comments were received and have been incorporated into the final draft currently under consideration. In addition, the draft Plan has been available for citizen review and comment at the City Clerk's office and, to facilitate greater community participation, was also made available at various neighborhood sites, including Chipman, Woodstock and Longfellow Schools, the Woodstock Park Recreation Center, the West End Branch Library, and City Hall West.

A technical advisory committee, comprised of staff from various City departments and a representative from the Alameda Unified School District (AUSD), provided input to the draft

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**Report #5-C  
5-3-05**

Plan and will continue to be involved in implementing the proposed improvements over time. Finally, several City boards and commissions (the Housing Commission, Planning Board, Recreation and Parks Commission, Transportation Commission, and the Public Utilities Board) heard presentations on the Plan in February and March 2005, and their comments have been incorporated into the final draft. The presentation to the Council will highlight some of the recommendations, priorities and opportunities outlined in the Plan.

### Discussion/Analysis

Reactions from the community, City boards and commissions and AUSD staff have been largely positive. The Plan provides a framework for three types of physical improvements: safety (including traffic calming and safer pedestrian movement), circulation and access (pedestrian connections within the neighborhood), and aesthetics (streetscape, lighting, and transit amenities). Key recommendations include:

- ❑ Significant improvements to the Pacific Avenue/Marshall Way intersection providing better access to Chipman Middle School, including raised intersections and an improved crosswalk at Fourth Street.
- ❑ Pedestrian corridors to provide better access throughout the neighborhood in the vicinity of Chipman School, Woodstock Park, and Woodstock School. These pedestrian pathways could be created in partnership with the School District through a joint use agreement, easements and/or exchange of land at Chipman Middle School and Woodstock Park. AUSD staff and the Recreation and Parks Commission have both expressed support of the proposed project. Staff plans to move towards more structured discussions with AUSD, in conjunction with design activities, over the next couple of months.
- ❑ Improvements along Poggi Street, where excessive speeding was of concern to residents, would include raised pavement at the Poggi/Buena Vista corner and narrowed travel lanes, which would improve pedestrian safety and circulation.
- ❑ Landscaping and installation of sidewalks, bus shelters, ornamental fencing, and gateway lighting to alleviate blight on the south side of Appezzato Parkway. In addition, the Plan supports the proposed Cross-Alameda trail and design of a linear park along the corridor. Both of these items are dependent on site control of the property, which is currently owned by the Alameda Beltline.

Specific design and engineering solutions will be pursued as each component of the Plan falls into place. Some of the proposed improvements will need to be refined to meet technical requirements and changing conditions over time. Wherever feasible, contracts for installation of landscaping, street trees and similar amenities would include a start-up phase to minimize impact on City maintenance crews.



Pending acceptance by the City Council of the Plan, two elements are proposed for the first phase of improvements:

- ❑ Siting, design and installation of street trees, trash cans, and bus shelters on an in-fill basis throughout the neighborhood; and
- ❑ Design of the public connectors around Chipman Middle School, as described above.

CDBG funds are currently available to undertake both of these elements beginning in May 2005, with an anticipated completion date of June, 2006.

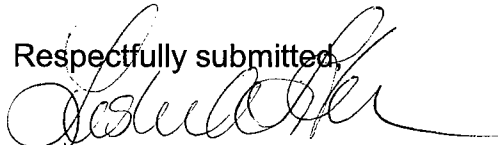
#### Fiscal Impact

There is no direct impact on the General Fund. Approximately \$500,000 in CDBG funds is available to implement the first phase of public improvements and design as described above.

#### Recommendation

It is recommended that the City Council accept the West Alameda Neighborhood Improvement Concept Plan.

Respectfully submitted,



Leslie A. Little  
Development Services Director



By: Carol Beaver  
Community Development Manager

LL/CB/AW:sb

cc: Housing Commission  
Planning Board  
Recreation Commission  
Transportation Commission  
Alan Nishino, AUD  
Michael Smiley, BMS Design Group